AR88

This Listing Statement is compiled by the Exchange from documents filed by the Company in making application for listing. It is issued for the information of members, member firms and member corporations of the Exchange. It is not and is not to be construed as a prospectus. The Exchange has received no consideration in connection with the issue of this Listing Statement other than the customary listing fee. The documents referred to above are open for inspection at the general office of the Exchange.

LISTING STATEMENT No. 2257

LISTED MAY 1, 1967

3,500,000 shares without par value
Stock Symbol "LAC"
Dial Quotation No. 1223
Post section 9.5

THE TORONTO STOCK EXCHANGE

LISTING STATEMENT

THE LITTLE LONG LAC GOLD MINES LIMITED

Formed under Part II of The Corporations Act. 1960, (Ontario) by Letters Patent dated April 27, 1967, amalgamating Little Long Lac Gold Mines Limited, Hasaga Gold Mines Limited, Val D'Or Mineral Holdings, Limited and Vulcan Mines Limited under the name The Little Long Lac Gold Mines Limited.

1. Address of the Company's Head Office and of any other offices:

   The address of the Company's Head Office is Room 400, 112 King Street West, Toronto 1, Ontario.

2. Officers of the Company:

OFFICE HELD	NAME	ADDRESS	OCCUPATION
President	John Charles Leighton Allen	3 Clarendon Crescent Toronto 7, Ontario.	Stockbroker
Executive Vice-President	Robert Crooks Stanley, Jr.	578 Navesink River Rd. Mounted Route #1, Red Bank, New Jersey U.S.A.	Mining Executive
Vice-President	Peter Keith Hanley	65 Trafalgar Road, Oakville, Ontario	Stockbroker
Treasurer	Peter Ackerman Allen	51 Lowther Avenue Toronto 5, Ontario	Stockbroker
Comptroller	Donald Murray Lorimer	286 Oriole Parkway Toronto 7, Ontario	Chartered Accountant
Secretary	Bessie Anderson Argo	3 Broadway Avenue Apartment #64, Toronto 12, Ontario	Corporate Secretary

3. Directors of the Company:

NAME	ADDRESS	OCCUPATION
John Charles Leighton Allen	3 Clarendon Crescent, Toronto 7, Ontario	Stockbroker
Peter Ackerman Allen	51 Lowther Avenue, Toronto 5, Ontario	Stockbroker
Bessie Anderson Argo	3 Broadway Avenue, Apartment #64, Toronto 12, Ontario	Corporate Secretary
Peter Keith Hanley	65 Trafalgar Road, Oakville, Ontario	Stockbroker
Robert Crooks Stanley, Jr.	578 Navesink River Rd., Mounted Route #1, Red Bank, New Jersey, U.S.A.	Mining Executive

4. Names and addresses of all transfer agents:

   Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto 7, Ontario.
   Marine Midland Grace Trust Company of New York, 120 Broadway, New York, New York, U.S.A.

5. Particulars of any fee charged upon transfer other than customary government taxes:

   50¢ for each new share certificate.

6. Names and addresses of all registrars:

   Eastern & Chartered Trust Company, 1901 Yonge Street, Toronto 7, Ontario.
   Marine Midland Grace Trust Company of New York, 120 Broadway, New York, New York, U.S.A.

7. Amount of authorized capital:

   $6,500,000.00

8. Number of shares and par value:

   3,500,000 without par value.

9. Full details of all shares issued in payment for properties or for any other assets other than cash:

   Upon the grant to the Company of Letters Patent of Amalgamation dated April 27, 1967, the shares of each of Little Long Lac Gold Mines Limited, Hasaga Gold Mines Limited, Val D'Or Mineral Holdings, Limited and Vulcan Mines Limited, the amalgamating companies, were converted into 2,279,457 shares of the Company in accordance with the provisions of the Amalgamation Agreement dated April 3, 1967, made between the aforesaid amalgamating companies.

   Subsequently, 120,265 shares of the Company were allotted and issued to Perron Gold Mines Limited (No Personal Liability) in consideration of the sale to the Company of the undertaking and assets of Perron Gold Mines Limited (No Personal Liability). See Information Booklet as to further details.

10. Full details of all shares sold for cash.	No shares of the Company have been sold for cash.
11. Total number of shares issued:	2,399,722
12. Number of shares now in treasury or otherwise unissued.	1,100,278
13. Particulars of any issued shares held in trust for the Company or donated for treasury purposes.	No issued shares of the Company are held in trust for the Company and none have been donated for treasury purposes.
14. Date of last annual meeting.	The Company has not held an Annual Meeting since the grant of the Letters Patent of Amalgamation to the Company.
15. Date of last report to shareholders.	The Company has not made a report to the shareholders since the grant of Letters Patent of Amalgamation to the Company.
16. Details of any treasury shares (or shares issued subject to payment or shares held for the benefit of the treasury) now under option or the subject of any underwriting or sales agreement. If none, this to be stated.	There are no treasury shares of the Company now under option or the subject of any underwriting or sales agreement, or shares issued subject to payment or shares held for the benefit of the treasury of the Company.
17. Names and addresses of persons having any interest, direct or indirect, in underwritten or optioned shares or other securities or assignments, present or proposed.	Not applicable.
18. Details of any payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.	There are no payments in cash or securities of the Company made or to be made to a promoter or finder in connection with a proposed underwriting or property acquisition.
19. Details of any shares pooled, deposited in escrow, non-transferable or held under any voting trust agreement, syndicate agreement or control.	306,220 shares of the Company are subject to a voting trust agreement dated April 15, 1966 between John C. L. Allen Company, Robert C. Stanley, Jr. and Peter K. Hanley. The agreement is for a term of ten years terminating April 14, 1976 but may be terminated at any time prior thereto upon the consent of all the parties. The Agreement provides, inter alia, that the parties will cause the shares subject to the agreement to be voted for the election of J. C. L. Allen, R. C. Stanley, Jr. and P. K. Hanley as directors of the Company.

20. Names and addresses of owners of more than a 5% interest in pooled or escrowed shares and their shareholdings. (If shares are registered in the names of nominees or in street names, give names of beneficial owners, if possible.)	Not applicable.
21. Names, addresses and shareholdings of five largest registered shareholders and if shareholdings are pooled or escrowed, so stating. If shares are registered in names of nominees or in street names, give names of beneficial owners, if possible, and if names are not those of beneficial owners, so state.	John C. L. Allen Limited, 112 King Street West. Toronto, Ontario. 593,459 R. C. Stanley, Jr., Suite 3902, 122 East 42nd Street, New York 17, N.Y., U.S.A. 175,000 John C. L. Allen Company, 112 King Street West, Toronto, Ontario. 125,000 John C. L. Allen. 112 King Street West, Toronto, Ontario. 101,000 Clifford A. Fielding, 140 Douglas Street, Sudbury, Ont. 60,300 The Company is advised that of the 593,459 shares of the Company, registered in the name of John C. L. Allen Limited, Lun-Echo Gold Mines Limited, Room 400, 112 King Street West, Toronto 1, Ontario, is the owner of 452,009 shares and each of Norbeau Mines (Quebec) Limited, Malartic Gold Fields (Quebec) Limited, Macassa Gold Mines Limited and Wright-Hargreaves Mines Limited, all of 400, 112 King Street West, Toronto 1, Ontario, is the owner of 25,000 shares. The Company is advised that Peter Ackerman Allen, Diana H. Allen and Adrienne B. Dubois each beneficially owns, indirectly, a one-third interest in John C. L. Allen Company.
22. Names and addresses of persons whose shareholdings are large enough to materially affect control of the Company.	Lun-Echo Gold Mines Limited, R. C. Stanley Jr., John C. L. Allen Company and John C. L. Allen, aforesaid, through their joint shareholdings in The Little Long Lac Gold Mines Limited, are in a position to materially affect control of the Company.
23. Details of any registration with or approval or authority for sale granted by or any filing with a Securities Commission or corresponding Government body.	The Company has not registered with or made application to register wtih or made application to register with or requested approval or authority for sale or filing with any securities commission or corresponding government body.
24. Has any application for registration with or approval or authority for sale by or any filing with a Securities Commission or corresponding Government body ever been refused, cancelled, suspended or revoked? If so, give particulars.	The Company has never had an application for registration with or approval or authority for sale by or any filing with a securities commission or corresponding government body refused, cancelled, suspended or revoked.
25. Particulars of any bonds, debentures, notes, mortgages, charges, liens or hypothecations outstanding.	There ar no bonds, debentures, notes, mortgages, charges, liens or hypothecations of the Company outstanding.
26. If assets include investments in the shares or other securities of other companies, give an itemized statement thereof showing cost or book value and present market value.	Particulars of the assets of the Company are set out in the Information Booklet to which reference is made.

27. Enumerate fully each of the following property classifications, giving claim or property numbers, approximate acreage, townships and mining camp or oil field: (a) Properties owned where titles vested in Company. (b) Properties leased. (c) Properties otherwise held. Give particulars of title held by the Company in each instance (e.g. patented, unpatented, Crown granted, held under mining license, perpetual lease, etc.)	Particulars of the property of the Company are set out in the Information Booklet to which reference is made.
28. Full particulars of any royalties or other charges payable upon production from each individual property.	There are no royalties or other charges payable upon production from any of the properties owned by the Company.
29. Names and addresses of vendors of any property or other assets intended to be purchased by the Company showing the consideration to be paid.	The Company has no intention at this time of purchasing any property or other assets.
30. Names and addresses of persons who have received or will receive a greater than 5% interest in the shares or other consideration to be received by the vendor. If the vendor is a limited company, the names and addresses of persons having a greater than 5% interest in the vendor company.	Not applicable.
31. Are any lawsuits pending or in process against the Company or any of its properties, or are there any other circumstances which might affect the Company's position or title adversely? If so explain fully.	There are no lawsuits pending or in process against the Company or its properties.
32. Describe plant and equipment on property or properties.	The Company has no plant or equipment.
33. Describe all development accomplished and planned.	The Company proposes to continue its small gold mining operation on its mining property located in Dubuisson Tonwship in the Malartic Area of Quebec. The ore from this property will be mined by Marban Gold Mines Limited (Marban) for the Company from Marban's underground workings immediately adjacent to the Company's property. The Company proposes to continue its negotiations with a Canadian steel company with a view to arranging the exploration of the iron formation occurrences located on the Company's original property in the Geraldton Area of Ontario. See pages 5, 6 and 7 of the attached Information Booklet for further information.
34. Date and author of mining or petroleum engineer's or geologist's report filed with this application and available for inspection on request.	Not applicable.

LITTLE LONG LAC GOLD MINES LIMITED HASAGA GOLD MINES LIMITED

VAL D'OR MINERAL HOLDINGS, LIMITED VULCAN MINES LIMITED

PERRON GOLD MINES LIMITED

(No Personal Liability)

400, 112 King Street West
TORONTO 1, Ontario

April 4, 1967.

TO THE SHAREHOLDERS OF:

LITTLE LONG LAC GOLD MINES LIMITED HASAGA GOLD MINES LIMITED

VAL D'OR MINERAL HOLDINGS, LIMITED VULCAN MINES LIMITED

PERRON GOLD MINES LIMITED

General Meetings of the Shareholders of Little Long Lac Gold Mines Limited (Little Long Lac), Hasaga Gold Mines Limited (Hasaga), Val D'Or Mineral Holdings, Limited (Val D'Or) and Vulcan Mines Limited (Vulcan) are to be held at Kirkland Lake, Ontario, on April 25, 1967 and a Special General Meeting of the Shareholders of Perron Gold Mines Limited (No Personal Liability) (Perron) is to be held at Arntfield, Quebec, on April 26, 1967, to consider a Plan for combining the assets and undertakings of these companies.

General Nature of the Plan

The Plan provides for the statutory amalgamation pursuant to The Corporations Act (Ontario) of Little Long Lac, Hasaga, Val D'Or and Vulcan, and the subsequent sale to the continuing company (Amalgamated Company) of the undertaking and assets of Perron in consideration of 120,265 shares of the Amalgamated Company. Perron will then distribute its assets (then consisting of shares of the Amalgamated Company) among its shareholders (other than the Amalgamated Company) and surrender its charter.

The Plan will result in distribution of the shares of the Amalgamated Company (after cancellation of inter-company holdings) on the following basis:

1 share of the Amalgamated Company for each 1 Little Long Lac share outstanding;
1 share of the Amalgamated Company for each 20 Hasaga shares outstanding;
1 share of the Amalgamated Company for each 5 Val D'Or shares outstanding;
1 share of the Amalgamated Company for each 5 Vulcan shares outstanding;
1 share of the Amalgamated Company for each 20 Perron shares outstanding.

Purpose of the Plan

The purpose of the Plan is to combine the five participating companies into one operating entity which will be stronger than any of the companies individually, and will have substantial share interests in other mining or natural resource companies, experienced management and resources available for new investment and exploration opportunities as they may arise.

Bases of Allocation of Shares

The bases of allocation of the shares of the Amalgamated Company among Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron were arrived at by the managements of the respective five participating companies and approved by the directors of each of the participating companies on the basis of their judgment as to the relative value of the contribution to be made by each such company to the Amalgamated Company. Information with respect to the participating companies is set out in the following pages of this Booklet. As the assets and

earnings of Little Long Lac are substantially greater than those of the other companies participating in the Plan it was considered that shares of the Amalgamated Company would be distributed to the shareholders of Little Long Lac on a one for one basis, and that the bases for distribution of shares of the Amalgamated Company in respect to the other four companies participating in the Plan would then be determined according to their value in relation to Little Long Lac shares. In determining such relative values, a precise mathematical evaluation was not possible, but a variety of factors was taken into account. These included with respect to the five companies participating in the Plan, sources of income; nature and variety of assets; earnings; income tax position and market prices of the shares of each of the participating companies. In the opinion of the boards of directors of each of the participating companies, the bases of allocation of shares of the Amalgamated Company is fair to the shareholders of all of the participating companies (see heading below **Interlocking Interests of Directors and Officers**).

Steps Required to Carry Out the Plan

To carry out the Plan, the following steps are necessary:

(a) Little Long Lac, Hasaga, Val D'Or and Vulcan will apply for letters patent of amalgamation under The Corporations Act (Ontario) to effect their amalgamation under the name The Little Long Lac Gold Mines Limited. Each of the four amalgamating companies will contribute to the Amalgamated Company all its property, undertaking and assets and the Amalgamated Company will assume all the debts, liabilities and obligations of each of the amalgamating companies. By virtue of the amalgamation, the shares of each of Little Long Lac, Hasaga, Val D'Or and Vulcan will be converted into shares of the Amalgamated Company on the bases set out above under the heading **General Nature of the Plan** and as more particularly described below under the heading **Capital Position of the Amalgamated Company.**

(b) Subsequent to the amalgamation, the Amalgamated Company will purchase all the property, undertaking and assets of Perron. The consideration to be paid by the Amalgamated Company to Perron will be (i) the allotment and issue by the Amalgamated Company to Perron of 120,265 fully paid and non-assessable shares without par value of the Amalgamated Company (being that number of shares which is equal in number to one-twentieth of the number of shares in the capital of Perron now issued and outstanding other than the 1,094,700 shares in the capital of Perron which will be held by the Amalgamated Company by virtue of the amalgamation aforesaid); (ii) the delivery by the Amalgamated Company to Perron of a written waiver of the Amalgamated Company's right to receive its distributive portion of the assets of Perron to be distributed to the shareholders of Perron prior to the surrender of its charter; and (iii) the delivery by the Amalgamated Company to Perron of a written undertaking to assume and fully discharge and indemnify and save Perron harmless from all debts, obligations and liabilities, absolute or contingent, of Perron.

(c) Perron will then distribute its assets among its shareholders (exclusive of the Amalgamated Company) and will make application to the Provincial Secretary of Quebec for leave to surrender its charter.

Inter-Company Holdings

At April 3, 1967, Little Long Lac owned 635,864 shares of Vulcan (60.5% of the issued capital); Val D'Or owned 348,221 shares of Vulcan (33.13% of the issued capital); Val D'Or owned 68,679 shares of Little Long Lac (3.16% of the issued capital); Hasaga owned 437,481 shares of Val D'Or (85.5% of the issued capital); and Little Long Lac owned 1,094,700 shares of Perron (31.28% of the issued capital). At April 3, 1967, Perron did not hold any shares of any of the other companies participating in the Plan. Each of the five companies participating in the Plan has agreed that it will not buy or sell any shares of the other companies participating in the Plan, pending its completion.

Hasaga is indirectly controlled by Little Long Lac through Wright-Hargreaves Mines Limited which owns 49.75% of the issued capital of Hasaga. See page 6 of this Booklet as to control of Wright-Hargreaves Mines Limited by Lake Shore Mines Limited.

Capital Position of the Amalgamated Company

The authorized capital of the Amalgamated Company will be 3,500,000 shares without par value of which on completion of the Plan 2,399,722 shares will be issued and outstanding as fully paid and non-assessable.

The total number of shares of the Amalgamated Company to be received by shareholders of each of the five participating companies will be as follows:

Little Long Lac shareholders

Shares of Little Long Lac presently outstanding	2,170,000	
Less shares held by Val D'Or to be cancelled on amalgamation	68,679	
	2,101,321	
Converted into shares of Amalgamated Company on the basis of 1 for 1		2,101,321

Hasaga shareholders		
Shares of Hasaga presently outstanding	3,000,000	
Converted into shares of Amalgamated Company on the basis of 20 for 1		150,000
Val D'Or shareholders		
Shares of Val D'Or presently outstanding	511,236	
Less shares held by Hasaga to be cancelled on amalgamation	437,481	
	73,755	
Converted into shares of Amalgamated Company on the basis of 5 for 1		14,751
Vulcan shareholders		
Shares of Vulcan presently outstanding	1,051,010	
Less shares held by Little Long Lac and Val D'Or to be cancelled on amalgamation	984,085	
	66,925	
Converted into shares of Amalgamated Company on the basis of 5 for 1		13,385
Perron shareholders		
Shares of Perron presently outstanding	3,500,000	
Less shares of Perron to be owned by Amalgamated Company	1,094,700	
	2,405,300	
Shares of Amalgamated Company to be issued to Perron on the basis of 1 for 20		120,265
Total issued shares of Amalgamated Company on completion of Plan		2,399,722

Shareholders' Meetings

The shareholders of Little Long Lac, Hasaga, Val D'Or and Vulcan will hold general meetings on April 25, 1967 for the following purposes:

(i) to consider and, if thought fit, to confirm the execution of and to adopt the Amalgamation Agreement set out in Exhibit A hereto providing for the statutory amalgamation of Little Long Lac, Hasaga, Val D'Or and Vulcan; and

(ii) to consider and, if thought fit, to approve and authorize the execution of the sale agreement between Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron (Perron Sale Agreement) set out in Exhibit B hereto, providing for the entering into of an Indenture between Perron and the Amalgamated Company for the purchase by the Amalgamated Company of all the undertaking, property and assets of Perron, the said Indenture being set out in Schedule Y attached to Exhibit B hereto.

The shareholders of Perron will hold a special general meeting on April 26, 1967 for the following purposes:

(i) to consider and, if thought fit, to approve and authorize the execution of the Perron Sale Agreement; and

(ii) to consider and, if thought fit, to authorize the distribution of the assets of Perron among its shareholders and the taking of all necessary proceedings for the surrender of its charter after the making of such distribution.

The Plan will be carried into effect only if the shareholders of each of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron approve of all the corporate action to be taken as specified above.

The Amalgamation Agreement must be adopted by at least two-thirds of the votes cast at the general meeting of the shareholders of each of Little Long Lac, Hasaga, Val D'Or and Vulcan and must thereafter be confirmed by Letters Patent of Amalgamation issued pursuant to The Corporations Act (Ontario). The resolution to approve and authorize the execution of the Perron Sale Agreement must be passed by a majority of the votes cast at the respective meetings of shareholders of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron. The resolution to authorize the distribution of the assets of Perron and the surrender of its charter must be passed by a majority of the votes cast at the meeting of the shareholders of Perron.

Interlocking Interests of Directors and Officers

The following table discloses the interest of each director and officer of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron in these Companies:

Name	Little Long Lac	Hasaga	Val D'Or	Vulcan	Perron
JOHN CHARLES LEIGHTON ALLEN	Shareholder Director President	Shareholder Director Vice-President	Shareholder Director	Shareholder Director	Shareholder Director Vice-President
PETER ACKERMAN ALLEN	Shareholder Director Treasurer	Shareholder Director	Shareholder Director	Shareholder Director	Shareholder Director
DOUGLAS BANKS				Shareholder Director President	
JOHN DOUGLAS BRYCE			Shareholder Director		Shareholder Director
BESSIE ANDERSON ARGO	Shareholder Secretary	Shareholder Director Secretary	Shareholder Director Secretary	Shareholder Director Secretary	Shareholder Secretary
DOMINIC MATHEW GIACHINO			Shareholder Director		Shareholder Director
PETER KEITH HANLEY	Shareholder Director Vice-President	Shareholder Director	Shareholder Director Vice-President	Shareholder Director Vice-President	Shareholder Director
ALEXANDER EMILE PERRON					Shareholder Director President
ROBERT CROOKS STANLEY, JR.	Shareholder Director Executive Vice-President	Shareholder Director President	Shareholder Director President		Shareholder Director

John Charles Leighton Allen, Peter Ackerman Allen, Peter Keith Hanley and Robert Crooks Stanley, Jr., have directly and/or indirectly substantial share interests in Little Long Lac, but otherwise the above-named persons have only nominal shareholdings in the five companies participating in the Plan.

Financial Statements

Audited financial statements as at December 31, 1966 of each of the five participating companies are set out on pages 26 to 38, inclusive, of this Booklet.

An unaudited pro-forma Balance Sheet (with notes thereon) of the Amalgamated Company as at December 31, 1966 is set out on pages 39 to 41, inclusive, of this Booklet.

Stock Exchange Listing

Application will be made to list the shares of the Amalgamated Company on The Toronto Stock Exchange.

First Directors of the Amalgamated Company

It is proposed that the first directors of the Amalgamated Company will be John Charles Leighton Allen, Peter Ackerman Allen, Bessie Anderson Argo, Peter Keith Hanley and Robert Crooks Stanley, Jr.

By-Laws

By-laws numbered 1 to 5 set out in Schedule X to Exhibit A hereto, will be the by-laws of the Amalgamated Company until repealed, amended, altered or added to by by-law.

Tax Position of Canadian Shareholders

The five companies participating in the Plan understand that the amalgamation will not result in any liability for Canadian income tax to shareholders of any of the five participating companies.

Tax Position of United States Shareholders

An application has been made to the Commissioner of Internal Revenue of the United States of America for (a) a ruling to the effect that for purposes of U.S. Federal income tax (i) no gain or loss will be recognized to the shareholders of Little Long Lac, Hasaga, Val D'Or, Vulcan or Perron upon the exchange of their shares for shares in the Amalgamated Company; and (ii) the basis of shares in the Amalgamated Company received by shareholders of Little Long Lac, Hasaga, Val D'Or, Vulcan or Perron will be the same as the basis of their shares in the participating companies; and (b) for a further ruling that the interest equalization tax imposed by the United States Internal Revenue Code will not apply to the shareholders of Little Long Lac, Hasaga, Val D'Or, Vulcan or Perron upon the exchange of their shares in those companies for shares in the Amalgamated Company. It is not known at this time when or if such rulings will be issued.

Share Certificates

If the Plan is duly approved by the shareholders of all the five participating companies, and letters patent amalgamating Little Long Lac, Hasaga, Val D'Or and Vulcan are issued, and the sale by Perron of all its undertaking and assets is completed, shareholders of the five participating companies will be notified with respect to the surrender of their share certificates in exchange for certificates for shares of the Amalgamated Company. A person entitled to receive a fraction of a share of the Amalgamated Company will not be entitled to be registered on its books in respect thereof but will, however, be entitled to receive a bearer fractional certificate with respect to such fraction. Fractional certificates of the Amalgamated Company representing in the aggregate a whole share of the Amalgamated Company will entitle the bearer thereof to receive in exchange therefor a certificate for a whole share of the Amalgamated Company and to be registered on the books of the Amalgamated Company as a shareholder in respect thereof.

Litigation

Little Long Lac has received assessments under the Income Tax Act (Canada) and The Corporations Tax Act (Ontario) for the years 1961, 1962 and 1963, for additional taxes (with interest) in the aggregate of $9,372.81. These additional taxes have been paid, but Little Long Lac has objected to the assessments. If such objections are successful, the additional taxes paid will be refunded.

Companies Participating in the Plan

LITTLE LONG LAC GOLD MINES LIMITED

Little Long Lac is the company continuing from the amalgamation in 1966 of Little Long Lac Gold Mines Limited and McKenzie Red Lake Gold Mines Limited under the laws of the Province of Ontario and its present authorized capital is 3,500,000 shares without par value, of which 2,170,000 shares were issued and outstanding at the close of business on April 3, 1967. The original Little Long Lac Gold Mines Limited operated a gold mine in the Geraldton area of Ontario from November 1934 until December 1953, when the known gold ore which could be profitably mined and milled from the mine was exhausted. The mine was then closed, and the mill and buildings were disposed of. McKenzie Red Lake Gold Mines Limited prior to the amalgamation owned and operated a gold mine with a 325 ton mill on McKenzie Island, Dome Township, in the Red Lake area of Ontario, which ceased production in March 1966 due to exhaustion of ore, although extensive exploration programmes were carried out on the property to locate further ore. Little Long Lac's operations have been directed to the exploration, development and production of minerals in Canada through direct and indirect control of operating mining companies and a number of exploration companies.

In January 1956 the original Little Long Lac Gold Mines Limited, through the purchase of a substantial number of shares of Lake Shore Mines Limited obtained effective control of that company. Lake Shore in turn, shortly thereafter, acquired effective control of Malartic Gold Fields (Quebec) Limited and Wright-Hargreaves Mines Limited. Little Long Lac through Lake Shore, Malartic Gold Fields and Wright-Hargreaves now indirectly controls the following gold producing companies: East Malartic Mines Limited, MacLeod-Cockshutt Gold Mines Limited, Consolidated Mosher Mines Limited, Barnat Mines Ltd., Macassa Gold Mines Limited, Marban Gold Mines Limited, Norbeau Mines (Quebec) Limited, Renabie Mines Limited and Wasamac Mines Limited. All of the above-mentioned companies are members of what is generally known as the "Little Long Lac Group of Companies". Little Long Lac is carrying on negotiations with a large Canadian steel producer that wishes to carry out exploration on the extensive iron formation occurrences located on Little Long Lac's original property in the Geraldton area. Also within the Little Long Lac Group of Companies and under the control of Little Long Lac are Willroy Mines Limited and Willecho Mines Limited, both of which companies operate copper-zinc-lead-silver mines located in the Manitouwadge area of Ontario.

Little Long Lac holds directly a substantial share interest in the following mining companies:

Lake Shore Mines Limited

At April 3, 1967, Little Long Lac owned 818,103 shares of Lake Shore Mines Limited, being 40.87% of the issued shares of Lake Shore. Lake Shore operated a gold mine near the Town of Kirkland Lake, Ontario, which was at one time the largest gold producer in the Kirkland Lake camp. Underground operations at the mine ceased in July 1965 when the last of the economically recoverable ore had been mined. The underground equipment and installations of Lake Shore are being sold. In 1964 detailed studies were commenced to assess the economic feasibility of recovering several million tons of tailings which were deposited by Lake Shore in the tailings bed of Kirkland Lake prior to 1932 when ore grade of the mine was high and milling efficiency had not achieved the recovery rate that was possible in later years. As a result of such studies, it is estimated that there are approximately 4 million tons of recoverable material in the tailings and that the treatment of such tailings at a daily rate of between 1,500 tons and 2,000 tons would be profitable. In the summer of 1966 Lake Shore commenced treatment of the old tailings deposits and a floating pumping plant, specially designed and equipped, pumps such tailings to the Lake Shore mill. Approximately 1,500 tons of tailings were being treated each day last fall. Lake Shore as at April 3, 1967 owned 2,420,837 shares of Malartic Gold Fields (Quebec) Limited being 54.01% of the issued shares of Malartic Gold Fields, and owned 2,100,605 shares of Wright-Hargreaves Mines Limited, being 38.20% of the issued shares of Wright-Hargreaves. Malartic Gold Fields (Quebec) Limited in turn holds sufficient shares of East Malartic Mines Limited, MacLeod-Cockshutt Gold Mines Limited and Marban Gold Mines Limited to be in a position to materially affect control of those companies. Wright-Hargreaves Mines Limited owns sufficient shares of Macassa Gold Mines Limited and Hasaga Gold Mines Limited to be in a position to materially affect control of those companies.

Perron Gold Mines Limited

At April 3, 1967 Little Long Lac owned 1,094,700 shares of Perron, being 31.28% of the issued shares of Perron. See page 7 hereof for further information with respect to Perron.

Powell Rouyn Gold Mines Limited

At April 3, 1967 Little Long Lac owned 798,570 shares of Powell, being 48.40% of the issued shares of Powell. Powell formerly operated a gold mine located in Rouyn Township, Quebec, which ceased operations in 1956 and a large part of its buildings, machinery and equipment have been sold. Powell is presently negotiating an arrangement with a major mining company for the exploration of its Rouyn Township property on which its mine was located. Powell is now a holding company and owns shares in other mining companies within the Little Long Lac group of Companies.

* * *

Audited Financial Statements of Little Long Lac as at December 31, 1966 are set out on pages 26 to 29 of this Booklet. From January 1, 1962 to April 3, 1967 the market price of the shares of Little Long Lac and its predecessor company, Little Long Lac Gold Mines Limited, on The Toronto Stock Exchange ranged from a high of $2.45 to a low of $1.36 as follows:

	High	Low
1967 (to April 3)	$1.90	$1.60
1966	2.12	1.70
1965	2.10	1.67
1964	2.45	1.43
1963	1.75	1.36
1962	1.99	1.55

Net current assets and security holdings of Little Long Lac (including shares in associated companies) at December 31, 1966 aggregated approximately $2,481,400 and at April 3, 1967, aggregated approximately $2,741,700.

HASAGA GOLD MINES LIMITED

Hasaga was incorporated under the laws of the Province of Ontario in 1938 and its present authorized capital is 5,000,000 shares with a par value of $1 each, of which 3,000,000 shares were issued and outstanding at the close of business on April 3, 1967. Hasaga formerly owned and operated a gold mine in the Red Lake area of Ontario which ceased production in 1952 when all known ore was exhausted. Subsequent surveys carried out on this property indicate the presence of 250,000 tons averaging 0.17 ounce gold per ton thereon. Hasaga continues to own such property but all its plant, machinery and equipment located thereon have been sold. Hasaga owns shares in other mining companies within the Little Long Lac group of Companies and also wholly owns New Red Lake Hotel Limited, which operates The Red Lake Inn in the Town of Red Lake, Ontario. Hasaga has not paid a dividend. Audited financial statements of Hasaga as at December 31, 1966 are set out on pages 30 and 31

of this Booklet. From January 1, 1962 to April 3, 1967 the market price of Hasaga shares on The Toronto Stock Exchange ranged from a high of $.19½ to a low of $.10 as follows:

	High	Low
1967 (to April 3)	$ .15	$ .09
1966	.17	.10
1965	.19½	.12½
1964	.18	.12
1963	.17	.11
1962	.19	.13

Net current assets and security holdings of Hasaga (including shares in associated companies) at December 31, 1966 aggregated approximately $405,500 and at April 3, 1967 aggregated approximately $416,900.

VAL D'OR MINERAL HOLDINGS, LIMITED

Val D'Or was incorporated under the laws of Ontario in 1935 and its present authorized capital is 750,000 shares with a par value of $1 each, of which 511,236 shares were issued and outstanding at the close of business on April 3, 1967. Val D'Or owns a gold-base metal prospect in the Bourlamaque area of North-western Quebec on which a considerable amount of exploration work was carried out in 1945 and 1946 and it also holds shares in a number of other mining companies within the Little Long Lac Group of Companies. Val D'Or has not paid a dividend.

Audited financial statements of Val D'Or as at December 31, 1966 are set out on pages 32 to 34 of this Booklet. Val D'Or is not listed on any stock exchange.

Net current assets and security holdings of Val D'Or (including shares in associated companies) at December 31, 1966 aggregated approximately $425,400 and at April 3, 1967, aggregated approximately $351,600.

VULCAN MINES LIMITED

Vulcan was incorporated under the laws of Ontario in 1953 and its present authorized capital is 3,000,000 shares with a par value of $1 each, of which 1,051,010 shares were issued and outstanding at the close of business on April 3, 1967. Vulcan holds a number of mining claims in North-western Ontario and has investments in a number of other mining companies within the Little Long Lac Group of Companies. Vulcan has not paid a dividend.

Audited financial statements of Vulcan as at December 31, 1966 are set out on pages 35 and 36 of this Booklet. Vulcan is not listed on any stock exchange.

Net current assets and security holdings of Vulcan (including shares in associated companies) at December 31, 1966 aggregated approximately $459,200 and at April 3, 1967, aggregated approximately $465,000.

PERRON GOLD MINES LIMITED (No Personal Liability)

Perron was incorporated under the laws of Quebec in 1934 and its present authorized capital is 5,000,000 shares with a par value of $1 each, of which 3,500,000 shares were issued and outstanding at the close of business on April 3, 1967. Perron formerly owned and operated a gold mine located in Pascalis and Senneville Townships, Quebec which suspended operations in 1951 and all of its buildings, machinery and equipment have been sold. Perron is now a holding company and owns shares in other mining companies within the Little Long Lac Group of Companies.

Audited financial statements of Perron as at December 31, 1966, are set out on pages 37 and 38 of this Booklet. From January 1, 1962 to April 3, 1967 the market price of Perron shares on The Toronto Stock Exchange ranged from a high of $.19 to a low of $.05 as follows:

	High	Low
1967 (to April 3)	$ .09	$ .06½
1966	.11	.05
1965	.13	.07
1964	.14	.10
1963	.19	.10
1962	.15½	.10

Net current assets and security holdings of Perron (including shares in associated companies) at December 31, 1966 aggregated approximately $323,500 and at April 3, 1967, aggregated approximately $344,600.

Name of Amalgamated Company

It is proposed that the name of the Amalgamated Company will be The Little Long Lac Gold Mines Limited or any variation thereof acceptable to the Lieutenant Governor of the Province of Ontario.

EXHIBIT A

AMALGAMATION AGREEMENT

THIS AGREEMENT made as of the 3rd day of April, 1967,

BETWEEN:

LITTLE LONG LAC GOLD MINES LIMITED,
(hereinafter called "Little Long Lac"),

OF THE FIRST PART,

HASAGA GOLD MINES LIMITED,
(hereinafter called "Hasaga"),

OF THE SECOND PART,

VAL D'OR MINERAL HOLDINGS, LIMITED,
(hereinafter called "Val D'Or"),

OF THE THIRD PART,

— and —

VULCAN MINES LIMITED,
(hereinafter called "Vulcan"),

OF THE FOURTH PART.

WHEREAS Little Long Lac is the company continuing from the amalgamation under the laws of the Province of Ontario of Little Long Lac Gold Mines Limited and McKenzie Red Lake Gold Mines Limited;

AND WHEREAS Hasaga, Val D'Or and Vulcan were each incorporated by Letters Patent under the laws of the Province of Ontario;

AND WHEREAS Little Long Lac, Hasaga, Val D'Or and Vulcan have the same or similar objects;

AND WHEREAS the authorized capital of Little Long Lac consists of 3,500,000 shares without par value of which 2,170,000 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Hasaga consists of $5,000,000 divided into 5,000,000 shares with a par value of $1 each of which 3,000,000 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Val D'Or consists of $750,000 divided into 750,000 shares with a par value of $1 each of which 511,236 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS the authorized capital of Vulcan consists of $3,000,000 divided into 3,000,000 shares with a par value of $1 each of which 1,051,010 shares are issued and outstanding as fully paid and non-assessable;

AND WHEREAS Little Long Lac, Hasaga, Val D'Or and Vulcan, under the authority of The Corporations Act, propose to amalgamate upon and subject to the terms and conditions herein prescribed and to continue as one company;

AND WHEREAS each of Little Long Lac, Hasaga, Val D'Or and Vulcan has made full disclosure to each of the others as to its assets and liabilities;

AND WHEREAS it is desirable that the amalgamation should be effected;

AND WHEREAS it is proposed, subject to approval by the shareholders of each of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron Gold Mines Limited (No Personal Liability) (hereinafter called "Perron"), that Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron will enter into a certain agreement (hereinafter called the "Perron Sale Agreement") to provide for the purchase by the Amalgamated Company of the undertaking, property and assets of Perron.

NOW THEREFORE THIS AGREEMENT WITNESSETH as follows:

1. In this Agreement, the expressions (a) "Amalgamated Company" shall mean the company continuing by virtue of the amalgamation of Little Long Lac, Hasaga, Val D'Or and Vulcan, and (b) "letters patent" shall mean the letters patent confirming this Agreement and amalgamating Little Long Lac, Hasaga, Val D'Or and Vulcan.

2. Little Long Lac, Hasaga, Val D'Or and Vulcan do hereby agree to amalgamate pursuant to the provisions of Section 96 of The Corporations Act and to continue as one company under the terms and conditions herein prescribed.

3. The name of the Amalgamated Company shall be The Little Long Lac Gold Mines Limited or any variation thereof acceptable to the Lieutenant Governor of the Province of Ontario.

4. The objects of the Amalgamated Company shall be as follows:

(a) To carry on in all its branches the business of mining, milling, reduction and development;

(b) To acquire, own, lease, prospect for, open, explore, develop, work, improve, maintain and manage mines and mineral lands and deposits, including oil and gas lands and deposits, and to dig for, raise, crush, wash, smelt, assay, analyse, reduce, amalgamate, refine, pipe, convey and otherwise treat ores, metals and minerals, including oil and gas, whether belonging to the Amalgamated Company or not, and to render the same merchantable and to sell or otherwise dispose of the same or any part thereof or interest therein; and

(c) To take, acquire and hold as consideration for ores, metals or minerals, including oil and gas, sold or otherwise disposed of or for goods supplied or for work done by contract or otherwise, shares, debentures or other securities of or in any other company having objects similar, in whole or in part, to those of the Amalgamated Company, and to sell and otherwise dispose of the same;

And the following provisions shall apply to the Amalgamated Company:

(i) That it shall not be necessary for a majority of the board of directors of the Amalgamated Company to constitute a quorum, but the quorum shall be two-fifths (2/5) of the board of directors;

(ii) That meetings of the board of directors and the executive committee (if any) of the Amalgamated Company may be held at any place within or outside of Ontario and meetings of the shareholders of the Amalgamated Company may be held at any place within Ontario;

(iii) That the Amalgamated Company may pay commissions to persons in consideration of their subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares in the Amalgamated Company, or procuring or agreeing to procure subscriptions whether absolute or conditional for such shares but no such commission shall exceed twenty-five per cent (25%) of the amount of the subscription;

(iv) That the directors of the Amalgamated Company may from time to time:—

(a) borrow money on the credit of the Amalgamated Company;

(b) issue, sell or pledge securities of the Amalgamated Company;

(c) Charge, mortgage, hypothecate or pledge all or any of the real and personal property of the Amalgamated Company both present and future, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any securities or any money borrowed, or other debt, or any other obligation or liability of the Amalgamated Company.

5. The authorized capital of the Amalgamated Company shall consist of 3,500,000 shares without par value, provided that the 3,500,000 shares shall not be issued for a consideration exceeding in amount or value the sum of Six Million Five Hundred Thousand Dollars ($6,500,000) or such greater amount as the board of directors of the Amalgamated Company deems expedient on payment to the Treasurer of Ontario of the fees payable on such greater amount and the issuance by the Provincial Secretary of a certificate of such payment.

6. The 68,679 shares of Little Long Lac which are recorded in the books of Little Long Lac in the name of Val D'Or shall be cancelled; the 635,864 shares of Vulcan which are recorded in the books of Vulcan in the name of Little Long Lac shall be cancelled; the 348,221 shares of Vulcan which are recorded in the books of Vulcan in the name of Val D'Or shall be cancelled; and the 437,481 shares of Val D'Or which are recorded in the books of Val D'Or in the name of Hasaga shall be cancelled.

7. The authorized capital of Little Long Lac, Hasaga, Val D'Or and Vulcan after giving effect to the cancellations of shares referred to in clause 6 hereof, shall be converted into the authorized capital of the Amalgamated Company on the following basis:

(a) the 2,101,321 remaining issued shares without par value of Little Long Lac shall be converted into 2,101,321 issued and fully paid and non-assessable shares without par value of the Amalgamated Company, being at the rate of one share of the Amalgamated Company for each one share of Little Long Lac;

(b) the 3,000,000 issued shares with a par value of $1 each of Hasaga shall be converted into 150,000 issued and fully paid and non-assessable shares without par value of the Amalgamated Company, being at the rate of one share of the Amalgamated Company for each twenty shares of Hasaga;

(c) the 73,755 remaining issued shares with a par value of $1 each of Val D'Or shall be converted into 14,751 issued and fully paid and non-assessable shares without par value of the Amalgamated Company, being at the rate of one share of the Amalgamated Company for each five shares of Val D'Or; and

(d) the 66,925 remaining issued shares with a par value of $1 each of Vulcan shall be converted into 13,385 issued and fully paid and non-assessable shares without par value of the Amalgamated Company, being at the rate of one share of the Amalgamated Company for each five shares of Vulcan.

After the issue of the letters patent, the shareholders of Little Long Lac, Hasaga, Val D'Or and Vulcan, as and when requested by the Amalgamated Company, shall surrender for cancellation the certificates representing shares held by them in Little Long Lac, Hasaga, Val D'Or and Vulcan respectively, and shall be entitled to receive in exchange therefor certificates for shares without par value of the Amalgamated Company on the bases aforesaid.

8. The head office of the Amalgamated Company shall be situate in the Municipality of Metropolitan Toronto, in the County of York, in the Province of Ontario.

9. The by-laws of the Amalgamated Company shall be those set out in Schedule X hereto, until repealed, amended, altered or added to by by-law.

10. The board of directors of the Amalgamated Company, until otherwise determined by special resolution, shall consist of five members and the first directors of the Amalgamated Company with their names, callings and places of residence shall be as follows:

Name	*Calling*	*Residence*
John Charles Leighton Allen	Stockbroker	3 Clarendon Crescent, Toronto 7, Ontario.
Peter Ackerman Allen	Stockbroker	51 Lowther Avenue, Toronto 5, Ontario.
Bessie Anderson Argo	Corporate Secretary	3 Broadway Avenue, Apt. #64, Toronto 12, Ontario.
Peter Keith Hanley	Stockbroker	65 Trafalgar Road, Oakville, Ontario.
Robert Crooks Stanley, Jr.	Mining Executive	578 Navesink River Rd., Mounted Route #1, Red Bank, New Jersey, U.S.A.

The said first directors shall hold office until the first annual meeting of the Amalgamated Company or until their successors are elected or appointed. The subsequent directors shall be elected or appointed in accordance with the provisions of The Corporations Act. The management and working of the Amalgamated Company shall be under the control of the board of directors, subject to the provisions of The Corporations Act.

11. Little Long Lac shall contribute to the Amalgamated Company all its assets, subject to all its liabilities, as such assets and liabilities exist on the date of the letters patent.

12. Hasaga shall contribute to the Amalgamated Company all its assets, subject to all its liabilities, as such assets and liabilities exist on the date of the letters patent.

13. Val D'Or shall contribute to the Amalgamated Company all its assets, subject to all its liabilities, as such assets and liabilities exist on the date of the letters patent.

14. Vulcan shall contribute to the Amalgamated Company all its assets, subject to all its liabilities, as such assets and liabilities exist on the date of the letters patent.

15. The Amalgamated Company shall possess all the property, rights, privileges and franchises and shall be subject to all the liabilities, contracts, disabilities and debts of each of Little Long Lac, Hasaga, Val D'Or and Vulcan.

16. The rights of creditors against the property, rights and assets of Little Long Lac, Hasaga, Val D'Or and Vulcan and all liens upon their property, rights and assets shall be unimpaired by such amalgamation, and all debts, contracts, liabilities and duties of Little Long Lac, Hasaga, Val D'Or and Vulcan shall thenceforth attach to the Amalgamated Company and may be enforced against it.

17. No action or proceeding by or against Little Long Lac, Hasaga, Val D'Or or Vulcan shall abate or be affected by the amalgamation.

18. This Agreement is conditional upon the shareholders of each of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron having duly approved of their respective companies entering into the Perron Sale Agreement and the said companies having entered into the said Agreement. Unless such conditions are fulfilled on or before the 31st day of July, 1967, this Agreement shall be null and void and of no further force and effect. The joint certificate or affidavit of the Secretary of each of Little Long Lac, Hasaga, Val D'Or, Vulcan and Perron that such condition has been fulfilled shall be conclusive as to its fulfilment.

19. Upon the shareholders of Little Long Lac, Hasaga, Val D'Or and Vulcan respectively approving the execution of and adopting this Agreement, the fact of such approval and adoption shall be certified upon this Agreement by the Secretary of each of Little Long Lac, Hasaga, Val D'Or and Vulcan under their respective corporate seals and Little Long Lac, Hasaga, Val D'Or and Vulcan shall jointly on or before the 31st day of July, 1967, apply to the Lieutenant Governor of the Province of Ontario for letters patent confirming this Agreement and amalgamating Little Long Lac, Hasaga, Val D'Or and Vulcan.

20. Little Long Lac, Hasaga, Val D'Or and Vulcan may by resolution of their respective directors assent to any alteration or modification of this Agreement which their respective shareholders at meetings called to approve the execution of and to adopt this Agreement, or the Provincial Secretary of Ontario, may approve, and unless the context otherwise requires the expression "this Agreement" as used herein shall be deemed to mean and include this Agreement as so altered or modified.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

LITTLE LONG LAC GOLD MINES LIMITED

By J. C. L. ALLEN,
President.

and B. A. ARGO,
Secretary.

Corporate Seal

HASAGA GOLD MINES LIMITED

By J. C. L. ALLEN,
Vice-President.

and B. A. ARGO,
Secretary.

Corporate Seal

VAL D'OR MINERAL HOLDINGS, LIMITED

By P. K. HANLEY,
Vice-President.

and B. A. ARGO,
Secretary.

Corporate Seal

VULCAN MINES LIMITED

By DOUGLAS BANKS,
President.

and B. A. ARGO,
Secretary.

Corporate Seal

SCHEDULE X

to The Amalgamation Agreement

THE LITTLE LONG LAC GOLD MINES LIMITED

By-law Number 1

A By-law relating generally to the transaction of the business and affairs of THE LITTLE LONG LAC GOLD MINES LIMITED.

Interpretation

1. In this by-law and all other by-laws of the Company unless the context otherwise requires, words importing the singular number only shall include the plural and vice versa; words importing the masculine gender shall include the feminine gender and neuter gender; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons; "the Company" shall mean The Little Long Lac Gold Mines Limited; "Board" shall mean the Board of Directors of the Company; "letters patent" shall include supplementary letters patent; "The Corporations Act" shall mean The Corporations Act, R.S.O. 1960, Chapter 71, as amended from time to time or any Act that may hereafter be substituted therefor; and "The Interpretation Act" shall mean The Interpretation Act, R.S.O. 1960, Chapter 191 as amended from time to time or any Act that may hereafter be substituted therefor.

Offices

2. (a) HEAD OFFICE — The head office of the Company shall be in the Municipality of Metropolitan Toronto, in the County of York, in the Province of Ontario, and at such place therein as the Board may from time to time decide.

(b) OTHER OFFICES — Offices other than the head office may be maintained at such other places within or without the Province of Ontario as the Board may determine.

Seal

3. The seal of the Company shall be in the form impressed hereon.

Officers

4. ELECTION OF PRESIDENT — The Board shall elect from among its members a president. Unless otherwise ordered by the Board or by a court of competent jurisdiction, the last incumbent, if a member of the Board, shall continue to hold office until his successor is elected. A vacancy occurring from time to time in such office shall be filled by the Board from among its members.

5. APPOINTMENT OF OTHER OFFICERS — The Board shall appoint a secretary and may appoint one or more vice-presidents, a manager or general manager, a treasurer and such other officers as it may deem desirable including one or more assistants to any of the officers so appointed. The officers so appointed may but need not be members of the Board.

6. TERM OF OFFICE, DUTIES, REMUNERATION, ETC. — The term of employment, duties and remuneration of the officers and the security, if any, to be given by them to the Company shall be settled and determined from time to time by the Board, but in the absence of an agreement to the contrary, the employment of all officers shall be during the pleasure of the Board. One person may hold more than one office at one time. If more than one vice-president be appointed, the Board may determine their respective seniorities. Any officer, employee or agent of the Company may be required to give such bond for the faithful performance of his duties as the Board, in its uncontrolled discretion may require, but no director shall be liable for failure to require any bond or for the insufficiency of any bond or for any loss by reason of the failure of the Company to receive any indemnity thereby provided.

7. PRESIDENT — Subject to the provisions relating to the duties of the president and the chairman of the Board, respectively, contained in any special resolution providing for the election of a chairman of the Board, the president when present shall preside at all meetings of the shareholders and of the Board and shall be fully

empowered and authorized to exercise the general supervision of the business and affairs of the Company, subject only to the direction of the Board, and he shall have such other powers and duties as the Board may, from time to time, determine. The president, with the secretary or an assistant secretary or such other officer as the Board may appoint, shall sign all by-laws. Except when the Board has appointed a manager or a general manager, the president shall also have the powers and be charged with the duties of that office.

8. Vice-president or Vice-presidents — During the absence or inability to act of the president, his powers and duties shall devolve upon the vice-president, provided he is a director, and if there be more than one in that category, such powers and duties shall devolve upon the executive vice-president if one be appointed, and if there be none or if he be not available, such powers and duties shall devolve upon the vice-president appointed for that purpose by the Board. Every act done by such a vice-president in purported exercise of the powers and duties of the president, which if done by the president would bind the Company, shall bind the Company when so done by such vice-president, whose authority in such case shall not be impugned, and the absence or inability of the president with reference thereto shall be presumed. The vice-president or vice-presidents, shall also perform such duties and exercise such powers as the Board may prescribe.

9. Manager or General Manager — The manager of the Company (herein referred to as the "manager"), or the general manager if one be appointed, shall have the active management and general supervision of the business and affairs of the Company and shall have all the general duties and powers usually vested in the manager of a corporation subject to the authority of the Board and the supervision of the president. On the direction of the Board or the president, he shall see that orders and resolutions of the Board are carried into effect. Employees of the Company shall be under his superintendence and direction and he shall see that their duties are properly performed. The Board shall have power, however, at any time and from time to time to divide the duties herein cast upon the manager or general manager with any other officer or officers of the Company and to define the specific duties to be performed by the manager or general manager and all other officers.

10. Secretary — The secretary shall:—

(a) attend at and keep the minutes of the meetings of the shareholders and of the Board in books provided for that purpose;

(b) see that notices of such meetings are duly given in accordance with the provisions of the by-laws of the Company or as required by law; and

(c) perform all duties incident to the office of secretary and such other duties as may be from time to time assigned to him by the Board or the president.

11. Treasurer — The treasurer shall, subject to the direction of the Board and the president, have general charge of the finances of the Company. He shall perform all duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the Board or the president. He shall cause books to be kept in which shall be entered the receipts and disbursements and assets and liabilities of the Company and shall, subject to the direction of the Board and the president, have charge and custody of and be responsible for all funds and securities and cause to be deposited all such funds and securities in the name of the Company in such depository or depositories as may be selected from time to time by the Board.

12. Other Officers — The duties of all other officers of the Company shall be such as the terms of their engagement call for or as the Board shall determine save those of chairman of the Board, whose powers and duties shall be set out in any special resolution passed providing for his election.

13. Variation and Delegation of Duties — From time to time the Board may vary, add to or limit the powers and duties of any officer or officers. In case of the absence or inability to act of any officer of the Company (including the president or any vice-president or any other officer), the Board may, subject to the provisions of the by-laws of the Company, empower another officer or any director to exercise temporarily the powers and carry out the duties of the officer absent or unable to act.

14. Agents and Attorneys — The Board shall have power from time to time to appoint agents or attorneys for the Company in or out of Ontario with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

Contracts, Banking Arrangements, Etc.

15. Contracts — Contracts and engagements on behalf of the Company may be made and bills of exchange and promissory notes on behalf of the Company may be made, drawn, accepted and endorsed and deeds, transfers, mortgages, charges, hypothecs, leases, assignments and all other documents may be executed on behalf of the Company by the president or a vice-president who is also a director and the secretary or the treasurer or by any one of the aforesaid officers and a director or by any two directors, provided nevertheless that the Board may appoint any other person or persons, from time to time, to make contracts and engagements on behalf of

the Company, to make, draw, accept and endorse bills of exchange and promissory notes on behalf of the Company and to execute deeds, transfers, mortgages, charges, hypothecs, leases, assignments and all other documents on behalf of the Company. The Company's seal may be affixed to such documents as require the same by any of the persons executing such documents in accordance with the foregoing provisions of this article.

16. Banking — The Company's bank accounts shall be kept in such bank or banks, or such trust company or trust companies, or any firms or corporations carrying on a banking business as the Board may from time to time determine. All cheques, drafts, notes, acceptances or orders for the payment of money shall be signed by the president or a vice-president who is also a director and the secretary or treasurer or by such other officer or officers or such other person or persons as the Board may from time to time appoint, provided that bills of exchange, promissory notes or cheques or orders for the payment of money may be endorsed for deposit to the credit of the Company with any banker of the Company by any one of the following, viz: the president, a vice-president who is also a director, the manager or general manager, secretary, treasurer or such other person or persons as the Board may from time to time appoint for that purpose, or if the Board so determine, by means of a rubber stamp. If authorized by resolution of the Board, the signature of any officer or other person authorized to sign cheques may be engraved, lithographed or otherwise mechanically reproduced in facsimile thereon, and in such event and subject to the terms and conditions set forth or provided for in such resolution having been complied with, such facsimile signature shall for all purposes be deemed to be the signature of the officer or person whose signature it reproduces and shall be binding upon the Company.

Shares

17. Payment of Commissions — The Board, subject to the provisions of The Corporations Act and the letters patent of the Company, may pay commissions to persons in consideration of their subscribing or agreeing to subscribe, whether absolutely or conditionally, for shares of the Company, or procuring or agreeing to procure subscriptions, whether absolute or conditional, for such shares but no such commissions shall exceed twenty-five percent of the amount of the subscription.

18. Allotment — The Board may from time to time allot the authorized and unissued shares of the Company, including any shares created by supplementary letters patent increasing or otherwise varying the capital of the Company, to such person or persons or class or classes of persons as the Board shall by resolution determine. The Board may also from time to time grant options to purchase any of such authorized and unissued shares to any person for such consideration and upon such terms as the Board may fix.

19. Calls — The Board may from time to time by resolution call in and by notice thereof in writing in accordance with The Corporations Act, demand from the shareholders the whole or any part of the amount unpaid on shares held by them, at such times and places and in such payments or instalments as the Board thinks fit or the terms of allotment and issue of such shares require or allow.

If after demand made as aforesaid, any call or instalment thereof is not paid in accordance with the demand, the Board may forfeit any shares as provided in The Corporations Act.

20. Share Certificates — Share certificates shall be in such form or forms as the Board may from time to time approve. Unless otherwise ordered by the Board, they shall be signed by the president or a vice-president who is a director and by the secretary or an assistant secretary and need not be under the corporate seal; provided that certificates representing shares in respect of which a transfer agent has been appointed shall not be valid unless countersigned by or on behalf of such transfer agent. If authorized by resolution of the Board, the signature of one of the signing officers, or in the case of share certificates representing shares in respect of which a transfer agent has been appointed, the signatures of both signing officers, may be printed, engraved, lithographed, or otherwise mechanically reproduced in facsimile upon share certificates and every such facsimile signature shall for all purposes be deemed to be the signature of the officer whose signature it reproduces and shall be binding upon the Company provided the share certificate is otherwise validly issued. Share certificates otherwise valid shall continue to be valid notwithstanding that one or both of the officers whose signature (whether manual or facsimile) appears thereon no longer holds office at the date of issue or delivery thereof.

21. Refusal to Register Transfer — Except where the shares are listed on a recognized stock exchange, the Board may refuse to permit the registration of a transfer of fully paid shares of the Company registered in the name of a shareholder who is indebted to the Company.

22. Transfer Agent and Registrar — The Board may from time to time by resolution appoint (or remove) a transfer agent or a registrar (who may, but need not be the same individual or company) and one or more branch transfer agents or registrars (who may, but need not be the same individual or company), for the shares of the Company and may provide for the transfer of shares in one or more places and may provide that shares will be interchangeably transferable or otherwise.

23. Replacement of Share Certificates — The Board may by resolution prescribe, either generally or in any particular case, the terms and conditions upon which a new share certificate may be issued in lieu of and upon

cancellation of a share certificate which has become mutilated or in substitution for a share certificate which has been lost, stolen or destroyed, and in any such case the Board may require the applicant to provide such indemnification of the Company and its transfer agents and registrars as the Board may deem fit.

24. Transfer of Shares — Shares of the Company shall be transferable only on the register of transfers or on one of the branch registers of transfers (if any) kept by or for the Company in respect thereof, by the registered holder of such shares in person or by his attorney duly appointed in writing or lawful successor, upon surrender and cancellation of the certificate representing such shares properly endorsed or accompanied by a properly executed instrument of transfer, subject to the provisions of The Corporations Act, and in form and substance satisfactory to the Company and with evidence of the legal sufficiency thereof satisfactory to the Company and/or counsel of the Company.

25. Closing Register — The Board may by resolution close the register of transfers and the branch register or registers of transfers, if any, for a period of time not exceeding forty-eight hours, exclusive of Saturdays and holidays (as defined by The Interpretation Act), immediately preceding any meeting of the shareholders, and notice of every such closing shall be given as required by The Corporations Act.

26. Record Date — The Board may fix in advance a date preceding by not more than thirty-one days the date for the payment of any dividend or the date for the issue of any warrant or other evidence of right to subscribe for shares or securities of the Company, as a record date for the determination of the persons entitled to receive payment of such dividend or to exercise the right to subscribe for such shares or securities, as the case may be, and in every such case only such persons as shall be shareholders of record at the close of business on the date so fixed shall be entitled to receive payment of such dividend or to exercise the right to subscribe for such shares or securities and to receive the warrant or other evidence in respect of such right, as the case may be.

Directors

27. Qualifications — Each director shall be twenty-one or more years of age, and within ten days after his election and throughout the remainder of his term of office shall be the holder of at least one share of the Company and not in arrears in respect of any call.

28. Powers, Number of Directors and Quorum — The affairs of the Company shall be managed by its Board of directors. Until changed by special resolution or supplementary letters patent the number of the directors of the Company shall be five of whom two shall constitute a quorum for the transaction of business at any meeting of directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the Board so long as a quorum of the Board remains in office.

29. Election and Term — The election of directors shall take place yearly and all the directors then in office shall retire, but if qualified, are eligible for re-election. If an election of directors is not held at the proper time, the directors shall continue in office until their successors are elected. The election may be by a resolution of the shareholders passed on a show of hands unless a ballot be demanded by any shareholder.

30. Vacancies — The Board may by resolution fill any casual vacancy or vacancies on the Board caused by death, retirement, disqualification or otherwise, or fill any vacancy or vacancies created by an increase in the number of directors, without holding an election by ballot. A director so elected to fill a casual vacancy shall hold office for the balance of the unexpired term of his predecessor, or in the case of an increase in the number of directors on the Board, for the remainder of the term of office of the Board.

31. Meetings of Directors — Meetings of the directors may be held at the head office of the Company or elsewhere within or outside of the Province of Ontario from time to time. Directors' meetings may be called by the president or a vice-president who is a director or by any two directors, and the secretary shall call meetings when directed or authorized by the president or by a vice-president who is a director or by any two directors. Notice of any such meeting shall be given to each of the directors not less than forty-eight hours, exclusive of Saturdays and holidays (as defined in The Interpretation Act), before the meeting is to take place; provided that no notice shall be required to be given of any meeting of directors held for the sole purpose of organization and the election and appointment of officers immediately following any annual meeting and no notice of a meeting shall be necessary if all the directors are present or if those absent waive notice thereof or give their consent in writing to such meeting being held.

32. Votes to Govern — At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairman of the meeting shall be entitled to a second or casting vote in addition to his original vote.

33. Remuneration of Directors — The Board is authorized to fix from time to time by resolution the remuneration of the directors as directors of the Company and of the president as president of the Company and

to allow and pay out of the funds of the Company, from time to time, to the president and other directors such amounts as the Board may deem proper for fees, salary, commission or other remuneration for services performed or to be performed or both, and for expenses incurred or to be incurred or both in connection with the Company's affairs. Any remuneration so payable to a director who is also an officer or employee of the Company or who serves it in any professional capacity, shall unless the Board otherwise directs, be in addition to his salary as such officer or employee or to his professional fees, as the case may be. The directors shall also be paid their reasonable out-of-pocket expenses incurred in attending Board, executive committee or shareholders' meetings or otherwise in respect to the performance by them of their duties, unless the Board otherwise directs.

34. Protection of Directors and Officers — No director or officer for the time being of the Company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipts or other acts for conformity, or for any loss, damage or expense happening to the Company through the insufficiency or deficiency of title to any property acquired by the Company or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects of the Company shall be lodged or deposited or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wilful neglect, or wilful default or dishonesty.

35. Indemnity of Directors and Officers — Every director and every officer of the Company and his heirs, executors and administrators, and estate and effects, respectively, shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Company, from and against:—

(a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office (or alleged or purported so to be); and

(b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs of the Company, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

36. Interest of Directors in Contracts —

(a) Every director of the Company who is in any way directly or indirectly interested in a proposed contract or a contract with the Company shall declare his interest at a meeting of the directors of the Company;

(b) In the case of a proposed contract, the said declaration of interest shall be made at the meeting of the directors at which the question of entering into the contract is first taken into consideration or, if the director is not at the date of that meeting interested in the proposed contract, at the next meeting of the directors held after he becomes so interested; and, in a case where the director becomes interested in a contract after it is made, the declaration shall be made at the first meeting of the directors held after he becomes so interested;

(c) A general notice given to the directors of the Company by a director to the effect that he is a shareholder of or otherwise interested in any other company, or is a member of a specified firm and is to be regarded as interested in any contract made with such other company or firm shall be deemed to be a sufficient declaration of interest in relation to a contract so made, but no such notice is effective unless it is given at a meeting of the directors or the director takes reasonable steps to ensure that it is brought up and read at the next meeting of the directors after it is given;

(d) If a director has made a declaration of his interest in a proposed contract or contract in compliance with this article and has not voted in respect of the contract, he is not accountable to the Company or to any of its shareholders or creditors for any profit realized from the contract, and the contract is not voidable by reason only of his holding that office or of the fiduciary relationship established thereby;

(e) Notwithstanding anything contained in this article, a director of the Company is not accountable to the Company or to any of its shareholders or creditors for any profit realized from such contract and the contract is not by reason only of his interest therein voidable if it is confirmed by a majority of the votes cast at a general meeting of the shareholders duly called for that purpose and if his interest in the contract is declared in the notice calling the meeting.

37. Loans to Employees — The Board is hereby authorized on behalf of the Company from time to time:

(a) to make loans to bona fide full-time employees of the Company whether or not they are shareholders or directors, with a view to enabling them to purchase or erect dwelling houses for their own occupation, and may take from such employees, mortgages or other securities for the repayment of such loans; or

(b) to provide, in accordance with a scheme for the time being in force, money by way of loan for the purchase by trustees of fully paid shares of the Company, to be held by or for the benefit of bona fide employees of the Company, whether or not they are shareholders or directors; or

(c) to make or to guarantee loans to bona fide employees of the Company, other than directors, whether or not they are shareholders, with a view to enabling them to purchase fully paid shares of the Company to be held by them by way of beneficial ownership.

Meetings of Shareholders

38. Annual Meeting — The annual meeting of the shareholders shall be held at the head office of the Company or elsewhere within the Province of Ontario at such time and on such day in each year as the Board may from time to time determine, to receive the reports and the financial statement as required by The Corporations Act, to elect directors, appoint auditors and to fix or authorize the Board to fix the auditors' remuneration, and to transact such other business as may properly be brought before the meeting.

39. General Meeting — The Board on its own motion may at any time call a general meeting of the shareholders of the Company for the transaction of any business. General meetings of the Company shall be held at the head office of the Company or elsewhere within the Province of Ontario, at such time and on such day as the Board may determine. Notice calling a general meeting shall specify the general nature of the business to be presented at such meeting and give such further information as may in the circumstances appear to the Board requisite.

40. Notices — No public notice or advertisement of any annual meeting or of any general meeting of shareholders of the Company shall be required, but notice of the time and place of each such meeting shall be given in the manner hereinafter in this by-law provided, not less than ten days before the day on which the meeting is to be held, to the auditor of the Company and to each shareholder of record at the close of business on the day on which the notice is given who is entered on the books of the Company as owner of one or more shares carrying the right to vote at the meeting. Notices may be signed by the chairman of the Board, the president, a vice-president who is a director, the secretary or an assistant secretary, or such other person as the Board may from time to time appoint for that purpose; provided always that meetings of the shareholders of the Company may be held at any time and at any place authorized by this by-law without notice if all the shareholders of the Company entitled to vote thereat are present in person or represented thereat by proxy duly appointed, or if those not so present or represented by proxy waive notice of such meeting, and if the auditor is present or waives notice of such meeting, and at any such meeting any business may be transacted which the Company at annual or general meetings may transact.

41. Adjourned Meetings — The chairman presiding at a meeting of shareholders may, with the consent of the meeting and subject to such conditions as the meeting may prescribe, adjourn the meeting from time to time and from place to place. Whenever any meeting of shareholders is lawfully adjourned, any business which might have been transacted at the original meeting may without further or other notice be transacted at any such adjourned meeting, and at the adjourned meeting the same powers may be exercised as at the original meeting.

42. Quorum — Three persons present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meeting of shareholders.

43. Right to Vote — At every meeting of shareholders every shareholder who is entered in the books of the Company as the holder of one or more shares carrying the right to vote at such meeting shall have the right to attend such meeting in person or to be represented thereat by a nominee who may vote on his behalf but no shareholder in arrear in respect of any call shall be entitled to vote in person or by a nominee at any meeting of the shareholders of the Company. An executor, administrator, committee of a mentally incompetent person, guardian or trustee and, where a corporation is such executor, administrator, committee, guardian or trustee of a testator, intestate, mentally incompetent person, ward or cestui que trust, any person duly appointed a nominee for such corporation, upon filing with the secretary of the meeting sufficient proof of his appointment, shall represent the shares in his or its hands at all meetings of the shareholders of the Company and may vote accordingly as a shareholder in the same manner and to the same extent as the shareholder of record. If there be more than one executor, administrator, committee, guardian or trustee, the provisions of article 49 of this By-Law Number 1 shall apply.

44. Proxies — Every shareholder, including a shareholder that is a corporation, entitled to vote at a meeting of shareholders may by means of a proxy appoint a person, who need not be a shareholder, as his nominee to attend and act at the meeting in the manner, to the extent, and with the power conferred by the proxy. A proxy shall comply with the provisions of The Corporations Act.

45. Persons Entitled to be Present — The only persons entitled to attend a meeting of shareholders shall be those entitled to vote thereat, and the auditor of the Company and such others who although not entitled to vote thereat, are entitled or required under the provisions of The Corporations Act or the by-laws of the Company to be present at the meeting. Any other person may be admitted to a meeting of shareholders only on the invitation of the chairman of the meeting or with the consent of the meeting.

46. Reports to Shareholders — Ten days or more before the date of the annual meeting of shareholders, a copy of the financial statement and a copy of the auditor's report shall be sent by prepaid mail to each shareholder of record at his last address as shown on the books of the Company.

47. Scrutineers — At each meeting of shareholders one or more scrutineers may be appointed by the chairman to serve at the meeting. Such scrutineers need not be shareholders of the Company.

48. Votes to Govern — At all meetings of shareholders every question shall, unless otherwise required by the letters patent or by-laws of the Company or by law, be decided by the majority of the votes duly cast on the question.

49. Voting by Joint Shareholders — If shares are held jointly by two or more persons, any one of them present at a meeting of the shareholders of the Company, may, in the absence of the other or others, vote thereon, but, if more than one of them is present or represented by a nominee, they shall vote together on the shares jointly held.

50. Voting — At all meetings of shareholders every question shall be decided by a show of hands unless a poll thereon is demanded by any shareholder entitled to vote who is present in person or by his nominee if so represented, or is required by the chairman or by the provisions of The Corporations Act.

Fiscal Year

51. The fiscal year of the Company shall terminate on the 31st day of December in each year.

Dividends

52. Dividends may be declared by the Board and paid by the Company on the issued shares of the Company, from time to time, when in the judgment of the directors the profits of the Company warrant such payment, provided that no dividend shall bear interest as against the Company. The declaration of the Board as to the amount of net profits of the Company shall be conclusive in the absence of fraud on its part, and no director shall be bound to enquire into the accuracy of any statement of profit and loss certified to be correct by the auditor of the Company. The amount of any cash dividend shall be paid by warrant or cheque on the Company's bankers payable to the order of the person or persons entitled thereto and sent through the ordinary post, postage prepaid, addressed to such person or persons at his or her address as the same appears in the books of the Company. Every such cheque or warrant shall be mailed at the risk of the payee or payees concerned and payment of the cheque or warrant purporting to be endorsed by the person or persons to whose order it is payable shall be a satisfaction of the dividend in respect of which such cheque or warrant was issued and of all liability of the Company in respect thereof, whether or not the endorsement was authentic. If any cheque or warrant for a dividend shall not be received by the person to whom it is sent as aforesaid or is defaced, lost or destroyed, a replacement cheque for a like amount may be issued by the Company on such terms as to evidence of such non-receipt, defacement, loss or destruction and as to indemnity as the Board may impose.

53. Joint Shareholders — If two or more persons are registered as joint holders of any share of the Company any one of such persons may give effectual receipts for the certificate issued in respect thereof and for any dividend, bonus, return of capital or other money payable or warrant issuable in respect of such share, but all the joint holders of a share of the Company shall be severally as well as jointly liable for the payment of all calls and demands payable in respect thereof.

Reserve Funds

54. The Board may in its discretion from time to time set aside such sums as it deems fit as a reserve fund or as reserve funds, to meet contingencies, for equalizing dividends, or special dividends, for repairing, improving and maintaining any of the property of the Company, replacing wasting assets or forming an insurance fund and for any other purpose or purposes which the Board shall in its absolute discretion think conducive to the interests of the Company, and may invest the several sums so set aside in such investments as it may think fit, and may from time to time deal with and vary such investments and dispose of all or any part thereof for the benefit of

the Company and may divide any reserve fund into such special funds as it may think fit, with full power to employ the assets constituting the reserve funds in the business of the Company without being bound to keep the same separate from other assets. The Board may also carry forward to the accounts of the succeeding year or years any profit or balance of profit which it shall not think fit to divide or to place to reserve and the Board may from time to time in its discretion increase, reduce or abolish any reserve fund in whole or in part and may transfer the whole or any part of any reserve fund to surplus.

Information to Shareholders

55. No shareholder shall have any right to demand any information respecting the business of the Company or the conduct of the Company's affairs or to inspect the books, accounts, documents or registers of the Company except as permitted or conferred by The Corporations Act or other relevant statutes.

Giving of Notice

56. Any notice, communication or other document to be given by the Company to a shareholder, director or officer, or to the auditor of the Company, shall, save as otherwise provided in this by-law, be sufficiently given if delivered personally to the person to whom it is to be given, or if delivered to his last address as recorded in the books of the Company, or if mailed by prepaid post addressed to him at his last address as shown on the books of the Company or if sent by any means of wire or wireless or any other form of transmitted or recorded communication, addressed to him at such last address. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for despatch. The accidental omission to give notice to any shareholder, director or officer or to the auditor, or the non-receipt by any shareholder, director or officer, or the auditor, of any such notice or any error in a notice not affecting the substance thereof, shall not invalidate such notice or any meeting called by such notice or any action taken by any such meeting or otherwise founded thereon. All notices with respect to any shares registered in more than one name may, if more than one address appears on the books of the Company in respect of such joint holding, be given to such joint shareholders at the first address so appearing, and notice so given shall be sufficient notice to all the holders of such shares.

Waiver of Notice

57. Any shareholder (or his duly appointed nominee), or director or officer, or the auditor, may waive any notice required to be given under any provision of the letters patent or by-laws of the Company or of The Corporations Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

Representation at Meetings of Other Companies, etc.

58. The president, any vice-president who is a director, the manager or general manager, the secretary or the treasurer, or any person appointed in writing for that purpose by any two of the aforementioned officers is hereby authorized and empowered to act as a nominee for the Company at any meeting or meetings, whether annual or general, of shareholders or members of any company or corporation of which the Company is or may hereafter be at any time a shareholder or member, and at any meeting or meetings of any syndicate or unincorporated association of which the Company is or may hereafter become a member, and at any such meeting such nominee shall represent and vote upon and in respect of all shares of the capital stock of such other company or corporation or units or shares or interest of any kind in any syndicate or unincorporated association recorded in the name of the Company and any two of the aforementioned officers are hereby authorized to execute and affix the seal of the Company to any form of proxy appointing a nominee to represent the Company at any such meeting; and the production of a form of proxy so executed shall be conclusive evidence that the nominee has been regularly appointed.

Representation at Meetings of Bondholders, etc.

59. The president, any vice-president who is a director, the manager or general manager, the secretary or the treasurer, or any person appointed in writing for that purpose by any two of the aforementioned officers is hereby

authorized and empowered to act as nominee and attorney for the Company at any meeting or meetings whether ordinary or extraordinary of holders of bonds, debentures, notes or other securities issued by any other company or corporation and at any such meeting such nominee shall represent and vote upon and in respect of all bonds, debentures, notes or other securities issued by such other company or corporation held by the Company, and any two of the aforementioned officers are hereby authorized to execute and affix the seal of the Company to any form of proxy appointing a nominee to represent the Company at any such meeting; and the production of a form of proxy so executed shall be conclusive evidence that the nominee has been regularly appointed.

Signing of Bonds, Debentures and Debenture Stock, etc., and Guarantees

60. The Board shall have power from time to time by resolution to provide that the signature or signatures of the officer or officers designated to sign bonds, debentures, debenture stock or other securities or interest coupons or other coupons of the Company, or guarantees to be endorsed by the Company on any bonds, debentures, or debenture stock or other securities of any other company or corporation may be engraved, lithographed or otherwise mechanically reproduced and in such event, subject to the provisions of any such resolution, any and all such bonds, debentures, debenture stock, or other securities, interest coupons and other coupons and guarantees of the Company so signed shall be deemed to have been manually signed by such officer or officers and shall be as valid to all intents and purposes as if they had been manually signed and this notwithstanding that any person whose signature is so reproduced thereon has ceased to be the officer so designated prior to the certification or delivery of any such bonds, debentures or debenture stock or other securities or prior to the issue and delivery of any such interest coupons or other coupons of the Company, or prior to the certification or delivery of the bonds, debentures, or debenture stock or other securities for which the guarantee was given.

Taking of Mortgages, etc.

61. The president, any vice-president who is a director, the manager or general manager, the secretary or the treasurer, or any other person appointed by resolution of the Board for that purpose, is hereby authorized to take or accept for and on behalf of the Company from any person, firm or corporation, any mortgage, charge, or hypothec or bill of sale or assignment to or in favour of the Company, and to appear before a Notary of the Province of Quebec and execute on behalf of the Company any such hypothec relating to immoveables in the Province of Quebec and to file or register the same or cause the same to be filed or registered, and to make all proper affidavits, declarations or statements pertaining thereto.

Taking of Bills of Sale, Chattel Mortgages, etc.

62. The president, any vice-president who is a director, the manager or general manager, the secretary or the treasurer, or any other person appointed by resolution of the Board for that purpose, is hereby authorized to take or accept for and on behalf of the Company, from any person, firm or corporation, any chattel mortgage, agreement to give a chattel mortgage, bill of sale or assignment to or in favour of the Company, of any personal property or any mortgage thereon and to file or register the same or cause the same to be filed or registered and to sign and make all affidavits of bona fides required by any statute and all other proper affidavits, declarations or statements and to do all things necessary or expedient to effect such filings or registrations and from time to time to renew such filings or registrations and to do or cause to be done anything necessary or which any of them may deem necessary or expedient to maintain in effect, on foot or in force any mortgage or assignment of any personal property heretofore or hereafter made or executed in favour of or assigned to the Company, and for such purpose to sign and make all affidavits, declarations and statements (renewal or otherwise) which are or shall be required by law or which any of them may deem necessary or expedient as to the interest of the Company in any property or as to the amount due or the payment made on any such mortgage or on any other security or the good faith and absence from fraud in relation to any such mortgage or other security or as to any further or other particulars or matters relating thereto.

Voting at Municipal Elections

63. The president, any vice-president who is a director, the manager or general manager, the secretary or the treasurer, or any other person appointed by resolution of the Board for that purpose is hereby authorized to vote for and on behalf of the Company in any municipal election held in any municipality in Canada in which the Company is entitled to vote.

THE LITTLE LONG LAC GOLD MINES LIMITED
BY-LAW NUMBER 2

A By-law respecting the borrowing of money and the issue of securities.

The Board may from time to time:

(a) Borrow money on the credit of the Company in such amounts and upon such terms as may be deemed necessary;

(b) Limit or increase the amount to be borrowed;

(c) Issue bonds, debentures, debenture stock, both perpetual and terminable, or other securities of the Company;

(d) Pledge or sell such bonds, debentures or debenture stock or other securities for such sums and at such prices as may by the Board be deemed expedient or necessary;

(e) Charge, mortgage, hypothecate, pledge, cede, or transfer all or any of the real and/or personal property (both present and future) of the Company, including book debts and unpaid calls, rights, powers, franchises and undertaking, to secure any such bonds, debentures, debenture stock or other securities or any money borrowed, or other debts, or any other obligation or liability of the Company, and any instrument of charge, mortgage, hypothecation, pledge, cession or transfer may contain such covenants, powers, provisos and agreements as the Board may think expedient or necessary;

(f) Authorize any officer or director as may be designated by the Board to do all things necessary or which appear requisite for carrying out any transaction respecting the borrowing of money and the issue of securities which the Board may authorize or direct.

THE LITTLE LONG LAC GOLD MINES LIMITED
BY-LAW NUMBER 3

A By-law to authorize the Board to acquire, hold, sell, and deal with investments.

The Board may from time to time and whenever it sees fit purchase or otherwise acquire, underwrite, obtain an interest in, hold, pledge or mortgage, sell, exchange or otherwise dispose of and generally invest in shares of stock of domestic and foreign corporations, and in bonds, debentures, debenture stock, notes, subscription warrants, voting trust certificates, evidences of indebtedness, certificates of interest, and other obligations and securities of any nature however evidenced whether of domestic or foreign governments, municipalities, or other bodies politic, or of domestic or foreign corporations, associations, firms, trustees, depositories, syndicates or individuals; and, while the Company is the owner or holder thereof, exercise all the rights, powers and privileges of ownership, including the right to vote thereon.

THE LITTLE LONG LAC GOLD MINES LIMITED
BY-LAW NUMBER 4

A By-law to authorize the Board to acquire, hold and deal with certain real or personal property and to pay for same in whole or in part with shares of the Company.

The Board may from time to time and whenever it sees fit:

(a) Acquire or undertake the whole or any part of the business, property and liabilities of any person or company carrying on any business that the Company is authorized to carry on or possessed of property suitable for the purposes of the Company;

(b) Purchase, take on lease or in exchange, hire or otherwise acquire, and sell, lease or otherwise dispose of any personal property and any rights or privileges that the Board may think necessary or convenient for the purposes of the business of the Company and in particular any machinery, plant and stock-in-trade;

(c) Acquire by purchase, lease or otherwise and hold any real estate or interest therein necessary or suitable for the actual use and occupation of the Company or for carrying on the Company's undertaking and, when no longer required, sell, exchange, alienate and convey the same;

(d) Acquire by purchase, lease or otherwise and hold mining claims and rights, and sell, exchange or otherwise dispose of the same;

(e) Take or give options for the purchase of any of the property mentioned in any of the preceding clauses of this by-law;

(f) Pay for any property acquired or taken over or purchased under the provisions of this by-law, wholly or partly in shares of the Company fully or partly paid up.

THE LITTLE LONG LAC GOLD MINES LIMITED

BY-LAW NUMBER 5

A By-law to authorize the Company to pay dividends out of its funds derived from the operations of the Company.

The Company, being a mining company, is hereby authorized and empowered to declare and pay from time to time dividends out of its funds derived from the operations of the Company, notwithstanding that the value of the net assets of the Company may be thereby reduced to less than the issued capital of the Company if the payment of the dividends does not reduce the value of its remaining assets to an amount insufficient to meet all the liabilities of the Company exclusive of its issued capital.

EXHIBIT B

PERRON SALE AGREEMENT

THIS AGREEMENT made this day of April, 1967,

BETWEEN:

LITTLE LONG LAC GOLD MINES LIMITED, the company continuing from the amalgamation of Little Long Lac Gold Mines Limited and McKenzie Red Lake Gold Mines Limited under the laws of the Province of Ontario, (hereinafter called "Little Long Lac"),

OF THE FIRST PART;

HASAGA GOLD MINES LIMITED, a company incorporated under the laws of the Province of Ontario, (hereinafter called "Hasaga"),

OF THE SECOND PART;

VAL D'OR MINERAL HOLDINGS, LIMITED, a company incorporated under the laws of the Province of Ontario, (hereinafter called "Val D'Or"),

OF THE THIRD PART;

VULCAN MINES LIMITED, a company incorporated under the laws of the Province of Ontario, (hereinafter called "Vulcan"),

OF THE FOURTH PART;

— and —

PERRON GOLD MINES LIMITED (No Personal Liability), a company incorporated under the laws of the Province of Quebec, (hereinafter called "Perron"),

OF THE FIFTH PART;

WITNESSETH that the parties hereto agree that upon and subject to the issue of Letters Patent of Amalgamation confirming the Amalgamation Agreement made as of the 3rd day of April, 1967, between Little Long Lac, Hasaga, Val D'Or and Vulcan and amalgamating said companies, Perron and the company continuing from the said amalgamation shall enter into an indenture substantially in the form attached hereto as Schedule Y.

IN WITNESS WHEREOF the parties hereto have executed this Agreement.

LITTLE LONG LAC GOLD MINES LIMITED

By

and

HASAGA GOLD MINES LIMITED

By

and

VAL D'OR MINERAL HOLDINGS, LIMITED

By

and

VULCAN MINES LIMITED

By

and

PERRON GOLD MINES LIMITED
(No Personal Liability)

By

and

SCHEDULE Y

TO

PERRON SALE AGREEMENT

THIS INDENTURE made this day of , 1967,

BETWEEN:

PERRON GOLD MINES LIMITED
(No Personal Liability),
(hereinafter called "Perron"),

OF THE FIRST PART;

— and —

THE LITTLE LONG LAC GOLD MINES LIMITED,
(hereinafter called "Little Long Lac"),

OF THE SECOND PART;

WHEREAS Perron is a company duly incorporated under the laws of the Province of Quebec;

AND WHEREAS the authorized capital of Perron consists of $5,000,000 divided into 5,000,000 shares with a par value of $1 each, of which 3,500,000 shares have been issued and are now outstanding as fully paid and non-assessable;

AND WHEREAS Little Long Lac is the company continuing from the amalgamation under the laws of the Province of Ontario of Little Long Lac Gold Mines Limited, Hasaga Gold Mines Limited, Val D'Or Mineral Holdings, Limited and Vulcan Mines Limited, having its head office at the City of Toronto, in the Province of Ontario;

AND WHEREAS the authorized capital of Little Long Lac consists of 3,500,000 shares without par value, of which 2,279,457 shares have been issued and are now outstanding as fully paid and non-assessable shares;

AND WHEREAS Little Long Lac owns 1,094,700 shares in the capital of Perron;

AND WHEREAS each party has made full disclosure to the others of all its known assets and liabilities;

NOW THEREFORE THIS INDENTURE WITNESSETH:—

1. Perron hereby sells, assigns, conveys, transfers and sets over unto Little Long Lac all the undertaking, property and assets of Perron of whatsoever nature and kind and wheresoever situate, in consideration of:—

   (a) the allotment and issue by Little Long Lac to Perron of 120,265 fully paid and non-assessable shares without par value in the capital of Little Long Lac (being shares equal in number to one-twentieth of the number of shares in the capital of Perron now issued and outstanding other than the 1,094,700 shares now owned by Little Long Lac);

   (b) the delivery by Little Long Lac to Perron of a written waiver of Little Long Lac's right to receive any of its distributive portion of the assets of Perron to be distributed to its shareholders in connection with the surrender of the charter of Perron as hereinafter provided; and

   (c) the delivery by Little Long Lac to Perron of a written undertaking of Little Long Lac to assume and fully discharge and to indemnify and save Perron harmless from all debts, liabilities and obligations, absolute or contingent, of Perron, existing at the present time or arising out of anything done or omitted to be done by Perron up to the present time or arising by reason of the said sale by Perron hereunder.

Perron hereby acknowledges receipt of such consideration from Little Long Lac.

2. Perron warrants that it has paid over to Eastern & Chartered Trust Company, as Trustee, the sum of $7,500. to be held by the Trustee in trust:

   (i) to pay the expenses incurred or to be incurred by Perron in connection with the sale hereby effected, the distribution of its assets among its shareholders and the surrender of its charter, including legal and accounting fees and other expenses in connection with the preparation and printing of this Indenture and of material sent to its shareholders, and including stock transfer taxes, if any, payable in connection with the distribution of its assets, payment of such expenses to be made by the Trustee from time to time out of the said sum of $7,500 upon certification thereof to the Trustee by Perron or by Little Long Lac; and

   (ii) to pay to Little Long Lac the balance, if any, of the said sum of $7,500 remaining after payment of such expenses.

3. Perron agrees that as soon as practicable it will distribute its assets among its shareholders other than Little Long Lac and surrender its charter. Little Long Lac agrees that it will not acquire or dispose of any shares of Perron pending the making of such distribution.

IN WITNESS WHEREOF the parties hereto have executed this Indenture.

PERRON GOLD MINES LIMITED
(No Personal Liability)

By

and

THE LITTLE LONG LAC GOLD MINES LIMITED

By

and

LITTLE LONG LAC GOLD MINES LIMITED

(Incorporated under the laws of Ontario)

BALANCE SHEET — December 31, 1966

Assets

	1966	1965 for Comparison
CURRENT ASSETS		
Cash	16,998	14,985
Short term deposits	—	298,000
Bullion at net realizable value	11,522	64,029
Receivable from associated companies	211,589	57,622
Accounts receivable	135,424	8,769
Amount receivable under the Emergency Gold Mining Assistance Act	21,285	43,880
Marketable securities at cost (quoted market value 1966 $280,200; 1965 $61,400)	254,421	46,170
Prepaid expenses	6,179	16,034
Supplies at estimated realizable value	12,324	85,000
	669,742	634,489
INTEREST IN OTHER COMPANIES (note 5)	1,975,276	1,846,252
FIXED ASSETS		
Mining properties in the Geraldton and Red Lake areas, Ontario and equipment thereon at nominal values in 1966	4	125,003
Mining concession and claims in Dubuisson Township, Quebec, at cost	7,000	7,000
Mining properties in the District of Thunder Bay, Ontario, at cost	4,353	—
Office and other equipment at cost less accumulated depreciation	21,930	26,632
	33,287	158,635
OTHER ASSETS		
Preproduction expenditures less amortization	51,760	70,224
Leasehold improvements at cost less amortization	48,789	50,479
	100,549	120,703
	$2,778,854	$2,760,079

Liabilities

	1966	1965 for Comparison
CURRENT LIABILITIES		
Bank overdraft	—	8,969
Accounts payable and accrued liabilities	30,536	57,916
Taxes payable	71,940	54,615
	102,476	121,500
SHAREHOLDERS' EQUITY		
Capital stock (note 3)		
Authorized — 3,500,000 shares without par value		
Issued — 2,170,000 shares	1,542,160	
Contributed surplus	367,185	
Retained earnings	767,033	
	2,676,378	
Shareholders' equity of amalgamating companies December 31, 1965		2,638.579
	$2,778,854	$2,760,079

Approved on behalf of the Board:

J. C. L. ALLEN, Director.

R. C. STANLEY, JR., Director.

LITTLE LONG LAC GOLD MINES LIMITED

STATEMENT OF INCOME

Year ended December 31, 1966

REVENUE		
Management, engineering and office service charges to associated companies	415,200	
Bullion recovery (note 4)	180,128	
Assistance under the Emergency Gold Mining Assistance Act	32,300	
Investment income	19,760	
Proceeds on sale of McKenzie division plant and equipment in excess of net book value	47,276	694,664
EXPENSES		
Development, mining, milling and marketing	120,948	
General expenses at the property	70,280	
Administrative and corporate expenses	302,508	
Amortization of preproduction expenditures	25,880	
Depreciation of office and other equipment	6,200	
Amortization of leasehold improvements	6,600	
Outside exploration	30,936	
Write down of supplies to estimated realizable value	28,862	
Income taxes prior to amalgamation	35,000	
Amalgamation expenses	23,439	
Loss on investments sold	6,212	656,865
Net income for the year		$ 37,799

Auditors' Report to the Shareholders

We have examined the balance sheet of Little Long Lac Gold Mines Limited as at December 31, 1966 and the statements of income, retained earnings and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the aforementioned financial statements present fairly the financial position of the company as at December 31, 1966 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Canada
March 13, 1967

GUNN, ROBERTS AND CO.,
Chartered Accountants.

LITTLE LONG LAC GOLD MINES LIMITED

STATEMENT OF RETAINED EARNINGS

Year ended December 31, 1966

Deficit at beginning of year		
McKenzie — deficit	2,163,637	
Little Long Lac — retained earnings	730,832	1,432,805
Deduct deficit of McKenzie at date of amalgamation, June 14, 1966, charged against contributed surplus		2,162,039
		729,234
Add net income for the year		37,799
Retained earnings at end of year		$ 767,033

STATEMENT OF CONTRIBUTED SURPLUS

Year ended December 31, 1966

From cancellation of 5,130,000 shares, McKenzie	5,130,000
Deduct discount thereon	2,470,737
	2,659,263
Deduct deficit of McKenzie at date of amalgamation	2,162,039
	497,224
Deduct discount on remaining outstanding shares written off on conversion of par value shares of McKenzie for no par value shares on amalgamation	130,039
Balance at end of year	$ 367,185

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Year ended December 31, 1966

SOURCE OF FUNDS	
Net income for the year	37,799
Add depreciation and other items not involving cash outlay	44,891
	82,690
Sale of fixed assets less amount included in income	125,299
Sale of shares in associated companies	10,289
	218,278
APPLICATION OF FUNDS	
Investment in associated companies	145,524
Preproduction expenditures	7,416
Purchase of office equipment and leasehold improvements	6,708
Purchase of mining properties	4,353
	164,001
Increase in working capital	54,277
Working capital at beginning of year	512,989
Working capital at end of year	$ 567,266

LITTLE LONG LAC GOLD MINES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

December 31, 1966

1. Little Long Lac Gold Mines Limited was formed on June 15, 1966 on the statutory amalgamation of Little Long Lac Gold Mines Limited and McKenzie Red Lake Gold Mines Limited. The 1966 financial statements have been prepared on a basis to show the combined results of operations of the companies for the year 1966.

2. Under the terms of the amalgamating agreement

   (a) 1 share of the amalgamated company was issued for each outstanding share of the amalgamating companies, Little Long Lac Gold Mines Limited and McKenzie Red Lake Gold Mines Limited.

   (b) Prior to the amalgamation 5,130,000 shares of McKenzie Red Lake Gold Mines Limited were cancelled pro rata on a 20 for 1 basis resulting in a contributed surplus which was applied in part to the elimination of the deficit as of June 14, 1966 and the writing off of the remaining discount on the balance of the issued shares, as shown in the statement of contributed surplus.

3. Capital Stock

   Shares of the amalgamated company issued during the year were to the shareholders of the amalgamating companies, as follows:

Little Long Lac	1,900,000 shares	1,272,160
McKenzie Red Lake	270,000 shares	270,000
	2,170,000 shares	$1,542,160

4. The mining operations of McKenzie Red Lake Gold Mines Limited ceased in March, 1966. The company commenced mining operations on its Dubuisson claims in Quebec in March 1966.

   Bullion recovery of $180,128 represents $131,674 from McKenzie ore and $48,454 from Dubuisson ore.

5. Interest in Other Companies

	1966	1965 for Comparison
Associated companies		
Listed at cost less allowance for decline in value of $1,486,272 in each year (quoted market value 1966 $1,784,000; 1965 $1,571,000)	1,828,934	1,681,515
Other at cost less allowance for decline in value of $206,000 in each year	146,138	146,138
Advances		18,394
	1,975,072	1,846,047
Shares in other companies at cost less amounts written off	204	205
	$1,975,276	$1,846,252

6. The remuneration of directors, as such, was $6,000 in 1966.

7. For comparative purposes certain 1965 items of the amalgamating companies have been reclassified on the same basis as is used for statement presentation for 1966.

HASAGA GOLD MINES LIMITED

(Incorporated under the laws of Ontario)

BALANCE SHEET — DECEMBER 31, 1966

ASSETS

		1965 for Comparison
Current Assets		
Cash	1,844	8,508
Accounts receivable		50
Marketable securities at cost (quoted market value 1966 $33,300; 1965 $36,700)	28,663	28,663
	30,507	37,221
Shares in Subsidiary Companies		
Wholly owned		
Shares at cost	50,000	50,000
Partly owned (85.57% interest)		
Shares at cost	411,997	410,395
	461,997	460,395
Shares in Associated Companies		
Listed, at cost less allowance for decline in value of $180,000 in each year (quoted market value, 1966 $145,700; 1965 $129,000)	127,359	127,359
Other at cost	30,500	30,500
	157,859	157,859
Other Assets and Deferred Expenditures		
Mining properties at nominal value	1	1
Exploration expenditures in 1960 and 1961 in Lake St. Joseph area, Ontario	10,312	10,312
	10,313	10,313
	$ 660,676	$ 665,788

LIABILITIES

Current Liabilities		
Accounts payable and accrued liabilities	310	939
Shareholders' Equity		
Capital stock		
Authorized — 5,000,000 shares of $1 each		
Issued — 3,000,000 shares	3,000,000	3,000,000
Less discount on shares, net	2,398,921	2,398,921
	601,079	601,079
Retained earnings	59,287	63,770
	660,366	664,849
	$ 660,676	$ 665,788

NOTE: For comparative purposes, certain 1965 items have been reclassified on the same basis as is used for statement presentation for 1966.

Auditors' Report to the Directors

We have examined the balance sheet of Hasaga Gold Mines Limited as at December 31, 1966 and the statements of income and retained earnings, and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the aforementioned financial statements present fairly the financial position of the company as at December 31, 1966 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Canada,
March 3, 1967.

GUNN, ROBERTS & CO.,
Chartered Accountants.

HASAGA GOLD MINES LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS

Year ended December 31, 1966

		1965 for Comparison
REVENUE		
Dividend from wholly owned subsidiary company (see note)		10,000
Other dividends received	851	756
Property rentals, etc., less expenses	(29)	78
	822	10,834
EXPENSES		
Administrative and corporate expenses		
Management, engineering, accounting and secretarial services	3,000	3,000
Share transfer expenses etc.	1,301	1,354
Legal and audit	475	475
Annual meeting and reports	852	872
Mining claim taxes	554	504
Capital and place of business tax	38	(60)
Sundry	23	80
	6,243	6,225
Outside exploration	(938)	938
Interest expense		97
	5,305	7,260
(Loss) income before the undernoted item	(4,483)	3,574
Loss on investments sold		10,488
Loss for the year	4,483	6,914
Retained earnings at beginning of year	63,770	70,684
Retained earnings at end of year	$ 59,287	$ 63,770

NOTE: The dividend of $10,000 received from the subsidiary company in 1965 applies in part to earnings of prior years and in part to earnings of 1965 which amounted to $3,233.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Year ended December 31, 1966

SOURCE OF FUNDS		
Loss for the year		6,914
Less loss on investments sold		10,488
		3,574
Sale of shares in associated company		9,762
		13,336
APPLICATION OF FUNDS		
Loss for the year	4,483	
Investment in subsidiary company	1,602	3,459
(Decrease) increase in working capital	(6,085)	9,877
Working capital at beginning of year	36,282	26,405
Working capital at end of year	$ 30,197	$ 36,282

VAL D'OR MINERAL HOLDINGS, LIMITED

(Incorporated under the laws of Ontario)

BALANCE SHEET — December 31, 1966

ASSETS

		1965 for Comparison
Current Assets		
Cash	504	1,790
Short term deposits		65,000
Marketable securities at cost		79,351
Receivable for securities sold	5,040	
Income tax refund claim	73,403	
Interest receivable		1,543
	78,947	147,684
Shares in Associated Companies		
Listed, at cost less allowance for decline in value of $35,000 in each year (quoted market value 1966 $230,100; 1965 $276,500)	331,601	328,031
Other, at cost less allowance for decline in value of $240,000 in each year	131,687	131,688
	463,288	459,719
Mining Claims in Bourlamaque Township, Quebec, (held under development licenses) and exploration expenditures thereon to 1938 less amount written off in 1949	71,730	71,730
	$ 613,965	$ 679,133

LIABILITIES

Current Liabilities		
Accounts payable	5,196	1,630
Income taxes payable		78,000
	5,196	79,630
Shareholders' Equity		
Capital stock		
Authorized — 750,000 shares of $1 each		
Issued — 511,236 shares	511,236	511,236
Retained earnings	97,533	88,267
	608,769	599,503
	$ 613,965	$ 679,133

Approved on behalf of the Board:

R. C. STANLEY, JR., Director.

P. K. HANLEY, Director.

Auditors' Report to the Shareholders

We have examined the balance sheet of Val D'Or Mineral Holdings, Limited as at December 31, 1966 and the statements of income and retained earnings, and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the aforementioned financial statements present fairly the financial position of the company as at December 31, 1966 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Canada,
March 3, 1967.

GUNN, ROBERTS and CO.,
Chartered Accountants.

VAL D'OR MINERAL HOLDINGS, LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS

Year ended December 31, 1966

		1965 for Comparison
REVENUE		
(Loss) gain on investments sold	(61,470)	241,433
Income from investments	1,344	5,304
	(60,126)	246,737
EXPENSES		
Administrative and corporate expenses		
Management, engineering, secretarial and accounting services	600	600
Legal and audit	684	300
Meetings and reports	221	286
Share transfer expenses		78
Capital and place of business taxes	55	165
Mining licenses and rentals	293	111
Sundry	111	76
	1,964	1,616
Interest expense	1,644	
	3,608	1,616
(Loss) income before income taxes	(63,734)	245,121
Income taxes — 1965		78,000
Portion of 1965 taxes recoverable due to loss in 1966	73,000	
Net income for the year	9,266	167,121
Retained earnings (deficit) at beginning of year	88,267	(31,854)
	97,533	135,267
Additional appropriation for allowance in decline in value of shares in other companies		47,000
Retained earnings at end of year	$ 97,533	$ 88,267

Note

In computing taxable income, the company claims unrealized losses on securities on the basis of the market value at each year-end. As a result of this procedure income taxes recoverable for 1966 have been increased by $39,500. (Income taxes for 1965 were reduced by $38,500). There is a contingent liability for income taxes of a maximum amount of $186,000 which will result should the market value of the investments increase up to the original cost.

VAL D'OR MINERAL HOLDINGS, LIMITED

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Year ended December 31, 1966

		1965 for Comparison
SOURCE OF FUNDS		
Net income for the year	9,266	
Add loss on investments in associated companies sold	92,449	
	101,715	
Sales of shares in associated companies	205,607	497,842
	307,322	497,842
APPLICATION OF FUNDS		
Gain on investments in associated companies sold		241,433
Deduct net income for the year		167,121
		74,312
Investment in associated companies	301,625	502,554
	301,625	576,866
Increase (decrease) in working capital	5,697	(79,024)
Working capital at beginning of year	68,054	147,078
Working capital at end of year	$ 73,751	$ 68,054

VULCAN MINES LIMITED

(Incorporated under the laws of Quebec)

BALANCE SHEET — December 31, 1966

ASSETS

		1965 for Comparison
Current Assets		
Cash	3,441	4,180
Short term deposits		30,000
Marketable securities at cost (quoted market value, 1966 $27,425; 1965 $28,900)	26,178	26,178
	29,619	60,358
Shares in Mining Companies at cost		
Associated companies (quoted market value, 1966 $428,290; 1965 $505,000)	327,333	294,533
Other	1	1
	327,334	294,534
Mining Properties in Ozone-Kama Bay, Eva Lake areas, Ontario at cost	963	963
	$ 357,916	$ 355,855

LIABILITIES

Current Liabilities	nil	nil
Shareholders' Equity		
Capital stock		
Authorized — 3,000,000 shares of $1 each		
Issued — 1,051,010 shares	1,051,010	1,051,010
Less discount on shares	950,553	950,553
	100,457	100,457
Retained earnings	257,459	255,398
	357,916	355,855
	$ 357,916	$ 355,855

Approved on behalf of the Board,

DOUGLAS BANKS, Director.

J. C. L. ALLEN, Director.

Note:

For comparative purposes, certain 1965 items have been reclassified on the same basis as is used for statement presentation for 1966.

Auditors' Report to the Shareholders

We have examined the balance sheet of Vulcan Mines Limited as at December 31, 1966 and the statements of income and retained earnings, and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion the aforementioned financial statements present fairly the financial position of the company as at December 31, 1966 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Canada,
March 3, 1967.

GUNN, ROBERTS and CO.,
Chartered Accountants.

VULCAN MINES LIMITED

STATEMENT OF INCOME AND RETAINED EARNINGS

Year ended December 31, 1966

		1965 for Comparison
REVENUE		
Interest and dividends received	2,514	1,474
	2,514	1,474
EXPENSES		
Administrative and corporate expenses		
Legal and audit	215	200
Capital and place of business tax	72	69
Acreage taxes	90	90
Sundry	76	41
	453	400
Income before the undernoted item	2,061	1,074
Gain on investments sold		95,655
Net income for the year	2,061	96,729
Retained earnings at beginning of year	255,398	158,669
Retained earnings at end of year	$ 257,459	$ 255,398

Note:

No provision for income taxes is required due to the application of a portion of a prior year's loss. Income taxes for 1966 otherwise would have amounted to $395 (1965 $40,000).

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

Year ended December 31, 1966

SOURCE OF FUNDS		
Net income for the year	2,061	96,729
Deduct gain on investments sold		95,655
	2,061	1,074
Sale of shares in associated company		156,335
	2,061	157,409
APPLICATION OF FUNDS		
Investment in associated companies	32,800	151,841
(Decrease) increase in working capital	(30,739)	5,568
Working capital at beginning of year	60,358	54,790
Working capital at end of year	$ 29,619	$ 60,358

PERRON GOLD MINES LIMITED

(No Personal Liability)

(Incorporated under the laws of Quebec)

BALANCE SHEET — December 31, 1966

ASSETS

		1965 for Comparison
Current Assets		
Cash	1,486	3,610
Short term deposits	30,000	
Accounts receivable	2,670	74
	34,156	3,684
Shares in Other Mining Companies		
Associated companies at cost less allowance for decline in value of $385,000 in each year (quoted market value, 1966 $289,900; 1965 $332,500)	278,235	352,748
Other companies at nominal value	2	2
	278,237	352,750
Mining Properties at nominal value	1	1
	$ 312,394	$ 356,435

LIABILITIES

		1965 for Comparison
Current Liabilities		
Accounts payable and accrued liabilities	582	55
Payable to stockbroker (secured)		35,661
	582	35,716
Shareholders' Equity		
Capital stock		
Authorized — 5,000,000 shares of $1 each		
Issued — 3,500,000 shares	3,500,000	3,500,000
Less discount on shares	1,229,092	1,229,092
	2,270,908	2,270,908
Deduct deficit	1,959,096	1,950,189
	311,812	320,719
	$ 312,394	$ 356,435

Approved on behalf of the Board:

J. C. L. ALLEN, Director.

R. C. STANLEY, Jr., Director.

Auditors' Report to the Shareholders

We have examined the balance sheet of Perron Gold Mines Limited (No Personal Liability) as at December 31, 1966 and the statements of income and deficit, and source and application of funds for the year then ended and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, and according to the best of our information and the explanations given to us and as shown by the books of the company, the aforementioned financial statements are properly drawn up so as to exhibit a true and correct view of the state of the affairs of the company as at December 31, 1966 and the results of its operations and the source and application of its funds for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Toronto, Canada,
January 18, 1967.

GUNN, ROBERTS and CO.,
Chartered Accountants.

PERRON GOLD MINES LIMITED
(No Personal Liability)

STATEMENT OF INCOME AND DEFICIT
Year ended December 31, 1966

		1965 for Comparison
REVENUE		
Interest	1,822	
Sundry		562
	1,822	562
EXPENSES AND OTHER DEDUCTIONS		
Administrative and corporate expenses		
Management, accounting and secretarial services	3,000	3,000
Meetings and reports	1,040	892
Share transfer expenses	2,021	1,756
Legal and audit	448	485
Mining claim taxes and licenses	552	55
Sundry	399	121
	7,460	6,309
Advances to an associated mining company written off	70	152
Interest expense	464	666
	7,994	7,127
Loss for the year before undernoted item	6,172	6,565
Loss on investments sold	2,735	6,425
Loss for the year	8,907	12,990
Deficit at beginning of year	1,950,189	1,807,199
Additional allowance for decline in value of shares in associated companies		130,000
Deficit at end of year	$1,959,096	$1,950,189

STATEMENT OF SOURCE AND APPLICATION OF FUNDS
Year ended December 31, 1966

SOURCE OF FUNDS		
Proceeds on investments sold	137,449	9,763
APPLICATIONS		
Loss for the year	8,907	12,990
Deduct loss on investments sold	2,735	6,425
	6,172	6,565
Purchase of shares in associated companies	65,671	33,219
	71,843	39,784
Increase or (decrease) in working capital position	65,606	(30,021)
Working capital deficiency at beginning of year	32,032	2,011
Working capital (deficiency) at end of year	$ 33,574	$ (32,032)

THE LITTLE LONG LAC GOLD MINES LIMITED

(The Amalgamated Company)

PRO FORMA BALANCE SHEET

December 31, 1966

(unaudited)

Assets

CURRENT ASSETS		
Cash	24,273	
Short term deposits	30,000	
Bullion at net realizable value	11,522	
Accounts receivable	354,723	
Amount receivable under the Emergency Gold Mining Assistance Act	21,285	
Income tax refund claim	73,403	
Marketable securities at cost (quoted market value $340,925)	309,262	
Prepaid expenses	6,179	
Supplies at estimated realizable value	12,324	842,971
INTEREST IN OTHER COMPANIES (note 2)		2,733,247
FIXED ASSETS		
Mining properties and equipment thereon (note 3)	84,052	
Office and other equipment at cost less accumulated depreciation	21,930	105,982
OTHER ASSETS		
Preproduction expenditures etc., less amortization	62,072	
Leasehold improvements at cost less amortization	48,789	110,861
		$3,793,061

Liabilities

CURRENT LIABILITIES		
Accounts payable and accrued liabilities (note 4)	184,339	
Taxes payable	71,940	256,279
SHAREHOLDERS' EQUITY		
Capital stock (note 5)		
Authorized — 3,500,000 shares without par value		
Issued — 2,399,722 shares	4,874,562	
Less discount on shares	2,459,449	
	2,415,113	
Contributed surplus (note 6)	11,893	
Retained earnings (note 7)	1,109,776	3,536,782
		$3,793,061

THE LITTLE LONG LAC GOLD MINES LIMITED

(The Amalgamated Company)

NOTES TO PRO FORMA BALANCE SHEET

December 31, 1966

1. Pro Forma Transactions

The pro forma balance sheet gives effect as at December 31, 1966 to:

(a) those investment transactions subsequent to December 31, 1966 which affect the holdings of the companies involved in the reorganization (see note 7);

(b) the proposed statutory amalgamation of Little Long Lac Gold Mines Limited, Hasaga Gold Mines Limited, Val D'Or Mineral Holdings, Limited and Vulcan Mines Limited to form one company under the name The Little Long Lac Gold Mines Limited, on the basis of the amalgamation agreement set-out on pages 8 to 11 of this Booklet.

(c) the acquisition by the amalgamated company of the net assets of Perron Gold Mines Limited for the issue of 120,265 shares of the capital stock of the amalgamated company.

2. Interest in Other Companies

Subsidiary company	
New Red Lake Hotel Company Limited at cost	50,000
Associated companies	
Listed — at less than cost (quoted market value $2,670,300)	2,683,036
Others at nominal value	4
Other companies at less than cost	207
	$2,733,247

3. Mining Properties and Claims

At nominal values	
Mining properties in the Geraldton and Red Lake areas, Ontario and equipment thereon	4
Mining properties, Lake St. Joseph area, Ontario	1
Mining properties, Abitibi area, Quebec	1
	6
At cost	
Mining concession and claims in Dubuisson Township, Quebec	7,000
Mining properties in the District of Thunder Bay, Ontario	4,353
Mining properties in Ozone-Kama Bay, Eva Lake areas, Ontario	963
	12,316
Mining claims in Bourlamaque Township, Quebec (held under development licenses) and exploration expenditures thereon to 1938 less amount written off in 1949	71,730
	$ 84,052

4. No provision has been made for the costs to be incurred in effecting the amalgamation and acquisition, estimated at $30,000.

THE LITTLE LONG LAC GOLD MINES LIMITED
(The Amalgamated Company)

NOTES TO PRO FORMA BALANCE SHEET (continued)
December 31, 1966

5. Issued Capital

	Shares	Amount Capital Stock	Discount
Little Long Lac			
Issued at December 31, 1966	2,170,000	1,542,160	
Cancellation of shares held by Val D'Or	68,679	48,808	
To be issued on amalgamation (1 amalgamated for 1 Little Long Lac)	2,101,321	$1,493,352	
Hasaga			
Issued at December 31, 1966	3,000,000	3,000,000	2,398,921
To be issued on amalgamation (1 amalgamated for 20 Hasaga)	150,000	$3,000,000	$2,398,921
Val D'Or			
Issued at December 31, 1966	511,236	511,236	
Cancellation of shares held by Hasaga	437,481	437,481	
	73,755	73,755	
To be issued on amalgamation (1 amalgamated for 5 Val D'Or)	14,751	$ 73,755	
Vulcan			
Issued at December 31, 1966	1,051,010	1,051,010	950,553
Cancellation of shares held by Little Long Lac and Val D'Or	984,085	984,085	890,025
	66,925	66,925	60,528
To be issued on amalgamation (1 amalgamated for 5 Vulcan)	13,385	$ 66,925	$ 60,528

Summary	Shares	Amount Capital Stock	Discount
Little Long Lac	2,101,321	1,493,352	
Hasaga	150,000	3,000,000	2,398,921
Val D'Or	14,751	73,755	
Vulcan	13,385	66,925	60,528
	2,279,457	4,634,032	2,459,449
Shares issued for the net assets of Perron Gold Mines Limited	120,265	240,530	
Total on amalgamation	2,399,722	$4,874,562	$2,459,449

6. Contributed Surplus

Little Long Lac, balance December 31, 1966	367,185
Deduct excess of book value of investments cancelled over capital cancelled on amalgamation	355,292
Balance on amalgamation	$ 11,893

7. Retained Earnings

	Balance December 31, 1966	Loss on sale of investments (see note 1a)	Balance on Reorganization
Little Long Lac	767,033		767,033
Hasaga	59,287	10,500	48,787
Val D'Or	97,533	59,250	38,283
Vulcan	257,459	1,786	255,673
	$1,181,312	$ 71,536	$1,109,776

Printed in Canada

35. Full particulars of production to date.	The Company's mines have ceased production. See pages 5, 6 and 7 of the attached Information Booklet for further details.
36. Have any dividends been paid? If so, give date, per share rate, and amount paid in dollars on each distribution.	The Company has not paid any dividends to date.
37. Name and address of the solicitor or attorney whose certificate that the applicant is a valid and subsisting company and that the shares which have been allotted and issued were legally created and are fully paid and non-assessable has been filed with the Exchange.	Holden, Murdoch, Walton, Finlay, Robinson, Pepall, & Harvey, Suite 2400, The Bank of Nova Scotia Bldg. 44 King Street West, Toronto, 1, Ontario.
38. (a) Have any shares of the Company ever been listed on any other stock exchange? If so, give particulars.	The shares of the Company have not been listed on any other stock exchange.
(b) Is any application for listing the shares of the Company on any other stock exchange now pending or contemplated? If so give particulars.	The Company does not contemplate making any application to list the shares of the Company on any other stock exchange, and on such application is pending.
(c) Has any application for listing of any shares of the Company ever been refused or deferred by any stock exchange? If so, give particulars.	No application for listing any of the shares of the Company has ever been refused or deferred by any stock exchange.
39. Particulars of the Officers and Directors of the Company are as follows:	JOHN CHARLES LEIGHTON ALLEN—President and Director—has for more than five years been the President of John C. L. Allen Limited, a member of The Toronto Stock Exchange; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited. PETER ACKERMAN ALLEN—Treasurer and Director — since 1965 a stockbroker employed by John C. L. Allen Limited and prior to 1965, a civil engineer; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited. BESSIE ANDERSON ARGO — Secretary and Director — has for more than five years been the Secretary of The Little Long Lac Gold Mines Limited or its predecessor companies; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited. PETER KEITH HANLEY—Vice-President and Director—has for more than five years been a director of John C. L. Allen Limited, a member of The Toronto Stock Exchange; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited. DONALD MURRAY LORIMER — Comptroller — since August, 1964, the proprietor of D. M. Lorimer & Co. and prior to that, the Controller of The Patino Mining Corporation; is an officer of a number of companies associated with The Little Long Lac Gold Mines Limited. ROBERT CROOKS STANLEY, JR.—Executive Vice-President and Director — has for more than five years been a Director of The Little Long Lac Gold Mines Limited or its predecessor companies; is an officer and/or director of a number of companies associated with The Little Long Lac Gold Mines Limited.
40 The dates of and parties to and the general nature of every material contract entered into by the Company which is still in effect and is not disclosed in the foregoing. Except for management contracts, do not include particulars of any contract entered into in the ordinary course of business carried on or intended to be carried on by the Company.	Little Long Lac has management arrangements with 22 certain mining companies within the "Little Long Lac Group of Companies" whereby Little Long Lac provides managerial, engineering and secretarial services to the said companies and receives management fees in consideration thereof. There are no material contracts entered into by the Company which are still in effect and not disclosed in the foregoing.

41. Any other material facts not disclosed in the foregoing.	There are no material facts not disclosed in the foregoing.

42. STATEMENT SHOWING DISTRIBUTION OF ISSUED CAPITAL

as of April 27, 1967

	Shares	Shares
FREE STOCK		
(a) Distributed and in the hands of the public (exclusive of the promoters, officers and directors of the Company and their agents or trustees).	1,988,497	
(b) Distributed and in the hands of the promoters, officers and directors of the Company and their agents or trustees.	105,005	
Total free stock		2,093,502
ESCROWED OR POOLED STOCK		
(c) Held in escrow or pool as set out in Item 19 of this Application		306,220
Total issued capital		2,399,722

RECORD OF SHAREHOLDERS

Number of registered shareholders holding shares in class (a) above	6,000
Number of registered shareholders holding shares in class (b) above	5
Number of registered shareholders holding shares in class (c) above	3

43. STATEMENT SHOWING NUMBER OF SHAREHOLDERS

as of May 18, 1967

Number			Shares
1118	Holders of	1 — 100 shares	33,568
267	" "	101 — 1000 "	99,903
21	" "	1001 — 2000 "	33,650
11	" "	2001 — 3000 "	28,261
3	" "	3001 — 4000 "	11,400
1	" "	4001 — 5000 "	5,000
13	" "	5001 — up "	277,107
		(not exchanged	1,910,833)
1434	Stockholders	Total Shares	2,399,722